

NOTICE

To
The Members
Aventus Finance Private Limited
CIN: U65921MH1996PTC251407
Mumbai

Notice is hereby given that the Twenty-Seventh Annual General Meeting of the Members of Aventus Finance Private Limited ("The Company") will be held on Thursday, August 31, 2023 at IST 2 p.m. through video conferencing at the Registered office of the Company situated at '901, Platina, 9th Floor, Plot No. C-59, Bandra Kurla Complex, Bandra (E), Mumbai-400 051 for the purpose of transacting the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Annual Financial Statements of the Company for financial year ended March 31, 2023 together with the reports of the Board of Directors and the Auditors thereon; and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Annual Financial Statements of the Company for Financial Year Ended March 31, 2023, and the report of the Auditors and Directors' thereon, as laid before the Members, be and are hereby approved and adopted."

SPECIAL BUSINESS:

2. To consider and approve amendment to Articles of Association of the Company and pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) read with applicable rules framed there under, applicable provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory amendment(s), modification(s) or reenactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and other laws and regulations as may be applicable from time to time, consent of the members of the Company be and is hereby accorded, to amend the Articles of Association of the Company by inserting the following new Article 56(A) after Article 56:"

"Article 56 of this Articles of Association shall be subject to the provisions of the Companies Act 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended, from time to time and such

other rules and regulations, as may be prescribed by regulatory authorities, including Reserve Bank of India and such other law as may be applicable to the Company.

Notwithstanding anything to the contrary contained in these Articles, so long as any money shall be owing by the Company to any financial institutions, corporations, banks or such other financing entities or through Debenture Trustees ("hereinafter referred as "Lenders") or so long as any of the aforesaid Lenders hold any securities including Debentures in the Company or so long as any guarantee given by any of the aforesaid Lenders in respect of any financial obligation or commitment of the Company remains outstanding in terms of payment of interest or repayment of principal amount, then in that event any of the said Lenders shall subject to an agreement in that behalf between it and the Company, appoint one or more persons as Director(s) on the Board of Director as their nominee in accordance with the applicable laws.

The aforesaid Lenders may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint any other Nominee Director to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant Lender and shall be delivered to the Company."

RESOLVED FURTHER THAT any one of Mr. Nilesh Dhedhi, Managing Director & CEO, Mr. Kaushal Kumar Aggarwal, Director, Mr. Gaurav Deepak, Director, Ms. Radhika Parmanandka, Company Secretary is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid amendment to the Articles of Association of the Company and to give effect the intent and purposes of above resolution."

3. To consider and approve issuance of Debentures and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 23, 42, 71 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), all applicable regulations, directions, guidelines, circulars and notifications of the Reserve Bank of India ("RBI") and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Rules, Regulations, Guidelines and Circulars, as amended from time to time, the Memorandum and Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchanges where the securities of the Company are listed / proposed to be listed, any other applicable laws for the time being in force and subject to such other approvals as may be required from regulatory authorities, from time to time, consent of members of the Company be and

is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" and shall include duly constituted Committee(s) thereof, to exercise powers conferred by this resolution) to offer, issue and allot, in one or more series / tranches, Secured Redeemable, Non-Convertible Debentures (Debentures) including Market Linked Debentures (MLDs) or Equity Linked Debentures, on private placement basis to eligible investors for an amount not exceeding INR 820 crores (Indian Rupees Eight Hundred and Twenty Crores) on such terms and conditions as may be decided by the Board or Non-Convertible Debenture Allotment Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things and execute all such agreements, documents, instruments and writings, as it may, in its sole and absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of its powers herein conferred to any Committee of Directors and / or Director(s) and / or officer(s) and / or authorized signatories of the Company to give effect to this resolution."

By order of the Board of Directors
For Avendus Finance Private Limited

Date: August 08, 2023
Place: Mumbai
Registered office: 901, Platina, 9th Floor, Plot No. C-59, Bandra Kurla Complex, Bandra (E), Mumbai-400 051

Radhika Parmanandka
Company Secretary
Membership Number: 31939

NOTES

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, and provisions of the Act, the 27th Annual General Meeting of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 27th Annual General Meeting shall be the Registered Office of the Company.

2. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 read with the relevant rules made thereunder, Secretarial Standard on General Meetings (SS-2) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), in respect of the special business as set out in this Notice, is annexed herewith.
3. The web-link of the meeting is <https://avendus.zoom.us/j/83062839881?pwd=dEErdnRSU1BuRmZycDVqbTJ1ejhmdz09> to access and participate in the meeting. Shareholders and other participating stakeholders are requested to install Zoom video conferencing application or program, create an account, and then click on the link provided.
4. In case of any assistance with regards to using the technology before or during the meeting, please contact on +91 9833000876.
5. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
6. In accordance with the MCA Circulars/ SEBI Circular, the notice of the AGM is being sent only through electronic mode to those members whose e-mail addresses are registered / available with the Company. Accordingly, no physical copy of the said Notice will be sent to the Members who have not registered their e-mail addresses with the Company / DP. Members may note that the said notice is also available on the website of the Company at www.avendus.com.
7. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution / power of attorney / authorization, authorizing their representative to attend and vote on their behalf at the meeting.
9. Attendance of members through Video Conferencing shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013, as requirement for physical quorum has been dispensed. Therefore, proxy shall not be allowed to attend and vote at the meeting.
10. The Articles of Association covered under this AGM is made available for inspection, on receipt of request email from members through their e-mail address registered with the Company.
11. The Register of Director's and Key Managerial Personnel and their shareholding and the Register of Contracts with related party and contracts and bodies in which directors are interested, will be available for inspection by the Members on receipt of request email from members through their e-mail address registered with the Company up to the date of the AGM and also throughout the continuance of the AGM.
12. The Voting at the meeting shall be conducted by show of hands unless a poll in accordance with section 109 of the Companies Act, 2013 is demanded by any member. If a poll is demanded at

the meeting, then the shareholders can vote by sending an email to the Designated Mail ID: rajendra.rana@avendus.com.

13. The members can pose questions concurrently at the Meeting or can submit questions or queries regarding the agenda items on the designated email address through which the notice has been sent.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice of Annual General Meeting

The following explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, sets out all material facts relating to the business mentioned in item in the accompanying Notice of the Annual General Meeting of the Company.

Item No. 2

SEBI vide its notification bearing reference no. SEBI/LADNRO/ GN/2023/119 dated February 02, 2023 amended the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (SEBI NCS Regulations) wherein it mandated that the Articles of Association ('AOA') of an issuer of debt securities should contain a clause authorizing the Board of Directors to appoint a person nominated by the Debenture Trustee(s) in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 ('SEBI DT Regulations') as a director on its Board under one of the following circumstances:

- i. two consecutive defaults in payment of interest to the debenture holders; or
- ii. default in creation of security for debentures; or
- iii. default in redemption of the debentures.

In case of an issuer company whose securities are already listed on the date of SEBI NCS Regulations, the existing AOA would need to be amended to include the provision for appointing a nominee director by the Debenture Trustee as per Regulation 15(1)(e) of the SEBI DT Regulations, within the timeline specified in the notification referred to above i.e on or before September 30, 2023.

Members are requested to note that the Company has been issuing debt securities under SEBI NCS Regulations. Further, the existing AOA of the Company does not contain any provisions with respect to appointment of Nominee Director by the Debenture Trustee in terms of Regulation 15(1)(e) of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

In line with the provisions of Section 14 of the Companies Act, 2013 ('the Act'), the amendment of the AOA requires approval of the shareholders of the Company by way of a special resolution at a general meeting.

Accordingly, it is proposed to amend the Articles of Association of the Company to incorporate the relevant clause. The Board at its meeting held on August 08, 2023 has approved the amendment to the Articles of Association of the Company and the Board now seeks approval of the members for the same by way of a special resolution. Accordingly, this matter has been placed before the shareholders for approval.

A copy of the Articles of Association of the Company with the proposed clause / alteration would be available for inspection for the members of the Company on all working days during business hours upto the date of AGM and shall also be available during the course of the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way interested or concerned, financially or otherwise in the special resolution set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company.

Your Board recommends the passing of Special resolution as set out at item No. 2 of this notice for your approval.

Item No. 3

The Company proposes to raise funds by issuing Non-Convertible Debenture up to INR 820 crores (Indian Rupees Eight Hundred Twenty Crores), on a private placement basis.

In terms of Section 42 of the Companies Act 2013 read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 the Members of a Company can pass a Special Resolution once in a year for all the offers or invitations for Debentures to be made during the year through a private placement basis in one or more tranches. Consent of the Members is therefore sought in connection with the aforesaid issue of Debentures including Market Linked Debentures (NCDs) from time to time and they are requested to authorize the Board of Directors ("Board") and /or Committee of the Company to issue and to make offer(s) and/or invitation(s) to eligible persons to subscribe to NCDs on a private placement basis, in one or more tranches, for a period of one year from the date of passing of this resolution, provided that the outstanding amounts of all such NCDs at any time during the period shall not exceed INR 820 crores (Indian Rupees Eight Hundred Twenty Crores) . The Debentures may be issued at par or at a premium, and on such other terms and conditions as Board/ Committee shall deem fit, and / or may be listed on a stock exchange. The Special Resolution set out in the Notice shall remain valid / in force for a period of one year from the date of passing this Resolution.

Please find below details as required under Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014:

Sr. no	Particulars	Details
1.	Particulars of the offer including date of passing of Board resolution	Pursuant to Section 42 of Companies Act 2013, the specific terms of each offer / issue of Non-Convertible Debenture shall be decided from time to

		time by the Board of Directors, within a period of one year from the date of the aforementioned resolution. Date of Passing Board resolution : May 22, 2023
2.	Kinds of securities being offered and the price at which security is being offered	Secured, Redeemable, Non-Convertible Debentures (Debentures) including Market Linked Debentures (MLDs). The NCDs will be offered / issued at a price which will be approved by the Board / Non-Convertible Debenture Allotment Committee (NCDAC) for each specific issue, on the basis of the interest rate/effective yield determined, based on market conditions prevailing at the time of the respective issue.
3.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	As may be determined by the Board / NCDAC. The justification and disclosures will be specifically made in each private placement offer and application letter for each offer/issue [PAS-4 (Offer Letter)]
4.	Name and address of valuer who performed valuation	Not applicable as each Debenture is a Non-Convertible Debt instrument
5.	Amount which the company intends to raise by way of such securities	Upto INR 820 Crores, in one more tranche
6.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	Would be determined by the Board of Directors in discussion with the lenders. These disclosures will be specifically made in each private placement offer and application letter for each offer/issue.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way interested or concerned, financially or otherwise in the special resolution set out at Item No. 3 of the Notice except to the extent of their shareholding in the Company.

Your Board recommends the passing of Special resolution as set out at item No. 3 of this notice for your approval.

By order of the Board of Directors
For Aventus Finance Private Limited

Date: August 08, 2023
Place: Mumbai
Registered office: 901, Platina, 9th Floor, Plot No. C-59, Bandra Kurla Complex, Bandra (E), Mumbai-400 051

Radhika Parmanandka
Company Secretary
Membership Number: 31939

Route map and address of the AGM Venue - Registered Office: 901, Platina, 9th Floor, Plot No. C-59, Bandra Kurla Complex, Bandra (E), Mumbai-400 051.

