

NOTICE

To
The Members
Avendus Finance Private Limited
(CIN: - U65921MH1996PTC251407)
Mumbai

Notice is hereby given that 1st Extra-Ordinary General Meeting of the members of Avendus Finance Private Limited for FY 2020-21 will be held on Monday, May 18, 2020 at 5.00 p.m. IST at the registered office of the Company situated at the IL&FS Financial Centre, 6th floor, "C & D" Quadrant, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051, to transact the following business, at shorter consent:

SPECIAL BUSINESS

Item 1: Issue of Debentures:

To consider 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) and in accordance with the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, 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 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), on private placement basis for an amount not exceeding INR 1,000 Crore (Rupees One Thousand Crore), on such terms and conditions as may be decided by the Board or Committee.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorised 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.

Item No: 2 - To approve amendment to Articles of Association of the Company

To consider 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 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) and the rules framed there under, 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 46(A) after Article 46:

“Article 46(A) : Subject to the provisions of the Companies Act 2013 and SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended, from time to time, the Board or any committee authorized by the Board, may at any time, as and when required, carry out consolidation and re-issuance of non-convertible debt securities including debentures, bonds or any debt instrument issued and /or to be issued, from time to time, upon such terms and conditions and in such manner and for such consideration as the Board or the committee shall consider beneficial for the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (“Board”) or the Committee, as may be authorized by the Board, be and 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 carry out consolidation and re-issuance of non-convertible debt securities and that any one of the Director, Company Secretary, Chief Financial Officer of the Company be and is hereby authorized on behalf of the Company to sign and execute such applications, letters, deeds, documents, agreements, undertakings, indemnities, writings, certificates, etc. and to take all such further actions and do all such acts, deeds, matters and things as might be required in connection with the above resolutions and as they may deem necessary or advisable to effect the intent and purposes of above resolution.

**By Order of the Board of Directors
For Avendus Finance Private Limited**

**Date: May 18, 2020
Place: Mumbai**

Registered Office:
The IL&FS Financial Centre, 6th Floor, C & D Quadrant,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 4000 051

**Kaushal Kumar Aggarwal
Director
DIN: 00153487**

NOTES

1. This Extra-ordinary General Meeting of the Company is being held through Video Conferencing facility, in accordance with the General Circular No. 14 dated April 08, 2020 and General Circular No. 17 dated April 13, 2020 issued by the Ministry of Corporate Affairs.
2. The web-link of the meeting is <https://avendus.zoom.us/j/99370728135>, 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.
3. In case of any assistance with regards to using the technology before or during the meeting, please contact on the Helpline number +91 865 750 5044.
4. The proceedings of the meeting shall be recorded and shall be kept in the safe custody of the Company.
5. The notice of Extra Ordinary General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered / available with the Company. The Company is not in a position to issue physical copy of the notice, if requested by any member, due to logistics restrictions on account of COVID-19.
6. 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.
7. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution / power of attorney authorizing their representative to attend and vote on their behalf at the meeting through Video Conferencing.
8. Attendance of members is allowed at the meeting through Video Conferencing and the same shall be counted for quorum as requirement for physical quorum has been dispensed with because of the ongoing pandemic of COVID-19 wherein maintaining and following the protocol of social distancing has been mandatory by the Government. Therefore, proxy shall not be allowed to attend and vote at the meeting.
9. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed to this notice.
10. A copy of the Memorandum of Association, the Articles of Association with the incorporation of the proposed changes and all the other relevant documents in relation to the items of the Agenda are made available for inspection, on receipt of request email from members through their e-mail address registered with the Company.
11. 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.
12. 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.

ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
ANNEXED TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Item 1: Issue of Debentures:

Members are informed that the Board at its meeting held on April 9, 2020 proposed to issue Secured Redeemable Non-Convertible Debentures (“Debentures”) including Market Linked Debentures (“MLDs”), to various person(s), as the case may be, at such terms and conditions to be mutually agreed upon with the respective allottees.

In terms of Section 42 of the Act, 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 including MLDs 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 MLDs in one or more tranches and they are requested to authorize the Board to issue Debentures including MLDs up to INR 1,000 Crore (Rupees One Thousand Crore) from time to time, for a period of one year from the date of conclusion of this General Meeting.

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 Resolution.

The members are requested to consider and approve the matter by passing Special Resolution.

Item No: 2 - To approve amendment to Articles of Association of the Company

The existing Articles of Association of the Company does not contain any provision contrary to the consolidation and re-issue of debt securities. However, the Company proposes to insert Article 46(A) after Article 46 authorizing the Board of Directors of the Company or any committee authorized by the Board to carry out consolidation and re-issuance of non-convertible debt securities as and when required pursuant to Regulation 20A of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time (‘Debt Regulations’) read with SEBI Circular no. CIR/IMD/DF1/67/2017 dated June 30, 2017 (‘SEBI Circular’).

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the amendment of Articles of Association would require approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

Considering the COVID-19 situation, the existing Articles of Association of the Company along with the proposed amendment will be made available for inspection to all the members of the Company on receipt of request email from registered email address of the members.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

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 Resolution.

The members are requested to consider and approve the matter by passing Special Resolution.

**By Order of the Board of Directors
For Avendus Finance Private Limited**

Date: May 18, 2020

Place: Mumbai

Registered Office:

The IL&FS Financial Centre, 6th Floor, C & D Quadrant,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 4000 051

**Kaushal Kumar Aggarwal
Director
DIN: 00153487**