



NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting (the 'Meeting' or 'AGM') of the shareholders of Avanti Finance Private Limited will be held at a shorter notice via video conference on **Friday, September 26, 2025 at 12:30 p.m. IST** to transact the following business.

ORDINARY BUSINESS

1. **To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto be and hereby considered and adopted."

SPECIAL BUSINESS

2. **To take note of appointment of Ms. Roopa Satish (DIN: 07943586) as Nominee Director of the Company**

Ms. Roopa Satish was appointed as nominee director of the Company at the meeting of the Board held on April 30, 2025.

The members are requested to take note of the same.

3. **To approve re-appointment of Mr. Subramaniam Somasundaram (DIN: 01494407) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and in line with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is

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Toll Free Number - 1800 309 5021 | Email: info@avantifinance.in | Web: www.avantifinance.in

CIN: U65929KA2016PTC138355

hereby accorded for the re-appointment of Mr. Subramaniam Somasundaram (DIN: 01494407) as an Independent Director of the Company, for a second term of 3 (three) consecutive years with effect from July 12, 2025.

RESOLVED FURTHER THAT the Members hereby take note and affirm that Mr. Subramaniam Somasundaram continues to meet the criteria of independence as prescribed under Section 149(6) of the Act and is not disqualified from being appointed as a director under the applicable provisions of the Act.

RESOLVED FURTHER THAT each of the Directors and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution including filing of requisite forms and to sign, issue and deliver a certified true copy of the foregoing resolution to the concerned person/authority, as may be required, in this regard."

4. To approve re-appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company

*To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:*

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and in line with the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded for the re-appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company, for a second term of 3 (three) consecutive years with effect from July 12, 2025.

RESOLVED FURTHER THAT the Members hereby take note and affirm that Ms. Sukanya Kripalu continues to meet the criteria of independence as prescribed under Section 149(6) of the Act and is not disqualified from being appointed as a director under the applicable provisions of the Act.

RESOLVED FURTHER THAT each of the Directors and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution including filing of requisite forms and to sign, issue and deliver a certified true copy of the foregoing resolution to the concerned person/authority, as may be required, in this regard."

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For Avanti Finance Private Limited

Sd/-

Name: Ms. Urvashi P. Bahirsheth

Designation: Company Secretary and CCO

Membership No.: ACS 37475

Address: # 2727, 2nd floor, 1st Main Road, HAL 3rd Stage,
Ward no 58 (Old No. 83), New Thippasandra,
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Registered Office:

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Date: September 20, 2025

Place: Bengaluru

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Notes:

1. THE ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING UNDER THE GUIDELINES ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS PURSUANT TO THE GENERAL CIRCULAR NO.14/2020 DATED 08.04.2020, GENERAL CIRCULAR NO. 20/2020 DATED 05.05.2020, ,GENERAL CIRCULAR NO. 02/2021 DATED 13.01.2021, GENERAL CIRCULAR NO. 19/2021 DATED 08.12.2021 AND 21/2021 DATED 14.12.2021, GENERAL CIRCULAR NO 03/2022 DATED 05.05.2022, GENERAL CIRCULAR NO.11/2022 DATED 28.12.2022,GENERAL CIRCULAR NO 09/2023 DATED 25.09.2023 AND GENERAL CIRCULAR NO 09/2024 DATED 19.09.2024

2. The Members are requested to follow the below instructions: -

a) Participation:

- i. Pursuant to the general circular issued by Ministry of Corporate Affairs, the physical presence of the Members has been dispensed with and therefore the appointment of Proxy(ies) is not permitted. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose voting through remote e-voting or for participation and voting in the meeting. The Corporate Shareholders proposing to participate at the meeting through their representative, may forward the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to urvashi@avantifinance.in before the commencement of the meeting.
- ii. The Members are requested to use the following link details to join the meeting via video conference: [<Link to be inserted>](#)
- iii. For ease of participation of the Members, during the meeting, members may post questions during and also, before the meeting, by writing to urvashi@avantifinance.in
- iv. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using the above link 15 minutes before the time scheduled to start the meeting until 15 minutes after such scheduled time. After the scheduled time no person shall be able to join the meeting.
- v. In case any member requires assistance for using the aforementioned link before or during the meeting, you may reach out to the Company Secretary at 080-43722581.
- vi. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.

b) Voting:

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- i. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder unless specific provisions are mentioned in the Articles of Association.
- ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: urvashi@avantifinance.in stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using symbol ('√')

Item no. of agenda	Assent	Dissent
1. To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto	√	
2. To take note of appointment of Ms. Roopa Satish (DIN: 07943586) as Nominee Director of the Company	√	
3. To approve re-appointment of Mr. Subramaniam Somasundaram (DIN: 01494407) as an Independent Director of the Company	√	
4. To approve re-appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company	√	

Example 2: Using number of shares held.

Item no. of agenda	Assent	Dissent
1. To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2025 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto	100	
2. To take note of appointment of Ms. Roopa Satish (DIN: 07943586) as Nominee Director of the Company	100	
3. To approve re-appointment of Mr. Subramaniam Somasundaram (DIN: 01494407) as an Independent Director of the Company	100	
4. To approve re-appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company	100	

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c) Other instructions/ information:

- i. Members are requested to address all communications through their registered e-mail id only.
- ii. Pursuant to General Circular 20/2020 dated 5th May, 2020, the Annual Report of the Company i.e. Financial statements (including Board's report, Auditor's report and other documents required to be attached therewith) are being sent through e-mail only and no separate physical copy of the same shall be dispatched to any member.
- iii. In case of any doubts or clarification, the members are requested to contact Ms. Urvashi P. Bahirsheth through e-mail: urvashi@avantifinance.in
- iv. The documents related to matters set out in the notice can be requested via email by writing to the Company Secretary at urvashi@avantifinance.in on all working days up to and including the date of this Annual General Meeting of the Company.

Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of is annexed hereto.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

To take note of appointment of Ms. Roopa Satish (DIN: 07943586) as Nominee Director of the Company

Pursuant to the Shareholders' Agreement dated March 24, 2025, as amended from time to time, Oikocredit Ecumenical Development Cooperative Society U.A had nominated Ms. Roopa Satish (DIN: 07943586), as Nominee Director of the Company, Accordingly, Ms. Roopa Satish was appointed as a Nominee Director by the Board in its meeting held on April 30, 2025.

Item No. 3

To approve re-appointment of Mr. Subramaniam Somasundaram (DIN: 01494407) as Independent Director of the Company

The members are informed that based on the recommendation of the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company it is proposed to reappoint Mr. Subramaniam Somasundaram (DIN: 01494407) as an Independent Director of the Company for a second term of 3 consecutive years with effect from July 12, 2025, considering his valuable contributions during his tenure, along with his extensive experience, knowledge and professional conduct in discharging his responsibilities as an Independent Director.

It is further informed that the NRC and the Board have evaluated the performance and confirmed the continued eligibility of Mr. Subramaniam Somasundaram in accordance with the statutory requirements and the Company's internal framework. The requisite consent, disclosures and declarations in compliance with the provisions of the Companies Act, 2013 has been received from the aforesaid director. This appointment requires the shareholders' approval by way of Special Resolution.

The additional information is required under section 102 of the Companies Act, 2013 are as follows:

a. The nature of concern or interest, financial or otherwise, if any:

- I. Every director and the manager, if any – None of the directors have any concern or interest, financial or otherwise;
- II. Every other key managerial personnel - None of the key managerial personnel have any concern or interest, financial or otherwise;

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- III. Relatives of the persons mentioned in sub-clauses (i) and (ii) above - None of the relatives of the persons mentioned in sub-clauses (i) and (ii) above has any concern or interest, financial or otherwise;
- b. **Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon – None**

The Board recommends the Resolution at Item No. 3 of the Notice for your approval by way of special resolution.

Item No. 4

To approve re-appointment of Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company

The members are informed that based on the recommendation of the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company it is proposed to reappoint Ms. Sukanya Kripalu (DIN: 06994202) as an Independent Director of the Company for a second term of 3 consecutive years with effect from July 12, 2025, considering her valuable contributions during her tenure, along with her extensive experience, knowledge and professional conduct in discharging her responsibilities as an Independent Director.

It is further informed that the NRC and the Board have evaluated the performance and confirmed the continued eligibility of Ms. Sukanya Kripalu in accordance with the statutory requirements and the Company's internal framework. The requisite consent, disclosures and declarations in compliance with the provisions of the Companies Act, 2013 has been received from the aforesaid director. This appointment requires the shareholders' approval by way of Special Resolution.

The additional information is required under section 102 of the Companies Act, 2013 are as follows:

- a. **The nature of concern or interest, financial or otherwise, if any:**
- I. Every director and the manager, if any – None of the directors have any concern or interest, financial or otherwise;
- II. Every other key managerial personnel - None of the key managerial personnel have any concern or interest, financial or otherwise;
- III. Relatives of the persons mentioned in sub-clauses (i) and (ii) above - None of the relatives of the persons mentioned in sub-clauses (i) and (ii) above has any concern or interest, financial or otherwise;

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- b. **Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon – None**

The Board recommends the Resolution at Item No. 4 of the Notice for your approval by way of special resolution.

For Avanti Finance Private Limited

Sd/-

Name: Ms. Urvashi P. Bahirsheth

Designation: Company Secretary and CCO

Membership No.: ACS 37475

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Date: September 20, 2025

Place: Bengaluru

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