

**NOTICE**

NOTICE is hereby given that the 9th Annual General Meeting of the Members of AVIOM India Housing Finance Private Limited will be held on Tuesday, May 21, 2024, at 05:25 P.M IST at its Registered Office situated at Worldmark 3, Unit 306A, 3rd Floor, Asset Area no. 7, Hospitality District, Delhi Aerocity, Near Indira Gandhi International, Airport, New Delhi-110037 at a Shorter Notice via video conferencing to transact the following business(s):

**ORDINARY BUSINESS**

1. **TO RECEIVE, CONSIDER AND ADOPT THE ANNUAL AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 INCLUDING THE AUDITED BALANCE SHEET AS AT MARCH 31, 2024, STATEMENT OF PROFIT AND LOSS AND CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED AS ON THAT DATE TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

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

“RESOLVED THAT the Annual Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 including the Audited Balance Sheet as at March 31, 2024, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended as on that date and notes annexed to and forming integral part of financial Statements together with the Reports of the Board of Directors and Auditors thereon, be and are hereby approved and adopted.

RESOLVED FURTHER THAT a copy of Resolution certified to be true by any of the Director or Company Secretary of the Company, may be issued to whomsoever it may concern, if required at any point of time.”

2. **TO APPROVE THE APPOINTMENT OF M/S S.N. DHAWAN & CO, LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 000050N/N500045), AS THE STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF 3 YEARS**

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

“RESOLVED THAT in accordance with provisions of Section 139 (1) of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof) and Guidelines prescribed by RBI for Appointment of Statutory Auditors, M/S S.N. Dhawan & CO LLP, Chartered Accountants (Firm Registration no. 000050N/N500045), be and are hereby appointed as Statutory Auditors of the Company for a period of 3 years i.e for the Financial Year 2024-25 to Financial Year 2026-27 to hold office until the conclusion of the 12<sup>th</sup> Annual General Meeting on such remuneration as mutually agreed between the Board of Directors of the company and the auditors.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do such act, deeds and things and to file necessary e - forms with the concerned Registrar of Companies, to give effect to the aforementioned resolution.

RESOLVED FURTHER THAT a copy of Resolution certified to be true by any of the Director or Company Secretary of the Company, may be issued to whomsoever it may concern, if required at any point of time.”

**SPECIAL BUSINESS**

3. **TO APPROVE THE APPOINTMENT OF MS. AASHNA CACU DESAI AS A NON- EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification the following Resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), Ms. Aashna Cac Desai who was appointed as an Additional Director of the Company w.e.f January 09, 2024 and who holds the office till the date of the Annual General meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Non- Executive Nominee Director of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Ms. Kaajal Aijaz Ilmi, Managing Director & CEO of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents applications and returns for the purpose of giving effect to the aforesaid resolution along with filling of necessary e-form as return of appointment with the Registrar of Companies, NCT of Delhi & Haryana.

**RESOLVED FURTHER THAT** a copy of Resolution certified to be true by any of the Director or Company Secretary of the Company, may be issued to the whomsoever it may concern, if required at any point of time."

4. **TO APPROVE THE APPOINTMENT OF MR. VISHAL KARNANI AS A NON- EXECUTIVE NOMINEE DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification the following Resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 152 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), Mr. Vishal Karnani who was appointed as an Additional Director of the Company w.e.f April 01, 2024 and who holds the office till the date of the Annual General meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Non- Executive Nominee Director of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Ms. Kaajal Aijaz Ilmi, Managing Director & CEO of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents applications and returns for the purpose of giving effect to the aforesaid resolution along with filling of necessary e-form as return of appointment with the Registrar of Companies, NCT of Delhi & Haryana.

**RESOLVED FURTHER THAT** a copy of Resolution certified to be true by any of the Director or Company Secretary of the Company, may be issued to the whomsoever it may concern, if required at any point of time."

5. **TO APPROVE THE APPOINTMENT OF MS. DIVYA ABHISHEK AS A NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, pass with or without modification the following Resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Divya Abhishek who was appointed as an Additional Director in the capacity of Independent Director of the Company w.e.f. January 12, 2024 by the Board based on recommendation from the Nomination and Remuneration Committee to hold office upto the date of the Annual General meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Non- Executive Independent Director of the Company for a period of upto 5 consecutive years.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Ms. Kaajal Aijaz Ilmi, Managing Director & CEO of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents applications and returns for the purpose of giving effect to the aforesaid resolution along with filling of necessary e-form as return of appointment with the Registrar of Companies, NCT of Delhi & Haryana.

**RESOLVED FURTHER THAT** a copy of Resolution certified to be true by any of the Director or Company Secretary of the Company, may be issued to the whomsoever it may concern, if required at any point of time."

6. **APPROVAL FOR ISSUANCE OF CERTAIN SECURED, LISTED, US DOLLAR DENOMINATED BONDS TO COVID-19 EMERGING & FRONTIER MARKETS MSME SUPPORT FUND COLLECTIVELY AGGREGATING UP TO USD 3 MILLION ONLY**

To consider and if thought fit, pass with or without modification the following Resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to issue certain secured, listed, US Dollar denominated bonds, aggregating up to USD 3,000,000/- (United States Dollar Three Million only) ("**Bonds**") on a private placement basis, to **COVID-19 Emerging & Frontier Markets MSME Support Fund** (the "**Bond Holder(s)**"), which term shall be deemed to include within its meaning, its successors and assigns) (collectively the "**Issue**"), bearing an interest rate that is the aggregate of USD 6M CME Term SOFR plus 425 basis points, or at such other interest rate as may be agreed, payable semi-annually or at such frequency as may be agreed, and having a maturity of up to 36 (Thirty Six) months from the date of allotment of the Bonds, or such other maturity (subject to the relevant circulars, directions and notifications issued by the Reserve Bank of India ("**RBI**") in connection with external commercial borrowings by Indian entities from time to time, including the RBI's circular on "*External Commercial Borrowings (ECB) Policy - New ECB Framework*" dated January 16, 2019 and the RBI's master direction dated March 26, 2019 on "*External Commercial Borrowings, Trade Credits, and Structured Obligations*" (each as amended, supplemented or restated from time to time, collectively referred to as the "**ECB Directions**") as may be agreed, and on such other terms set out in the subscription agreement to be entered into between, inter alia, the Company and the Bond Holder(s), in such form and manner as may be agreed ("**Subscription Agreement**") and such other terms as may be agreed between the Bond Holder(s) and the Company, for the purposes set out in the Subscription Agreement and for such other purposes as may be agreed between the Company and the Bond Holder(s), in accordance with, *inter alia*, the ECB Directions and the relevant regulations, circulars, directions and notifications issued by the International Financial Services Centres Authority ("**IFSCA**"), including the International Financial Services Centres Authority (Issue and Listing of Securities) Regulations, 2021 read with the circular, notification issued thereunder (as amended, supplemented or restated from time to time, collectively referred to as the "**IFSCA Listing Regulations**").

**RESOLVED FURTHER THAT** pursuant to Section 42(2) of the Companies Act, 2013, the shareholders of the Company hereby identify "COVID-19 Emerging & Frontier Markets MSME Support Fund" ("**Identified Persons**" / "**Investor**"), as an identified person to whom the Company can make the private placement of the Bonds.

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to appoint Catalyst Trusteeship Limited as the trustee (acting in trust for, on behalf of and for the benefit of the holders of the Bonds) for the issue of the Bonds ("**Trustee**").

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to secure the amounts to be raised pursuant to the issue of the Bonds together with all interest and other charges thereon by way of, *inter alia*:

- (a) a first ranking exclusive and continuing charge by the Company by way of hypothecation over certain identified loan receivables and/or book debts of the Company up to such limits and security cover as may be agreed and within such time period as may be prescribed by the Investor; and
- (b) such other security or contractual comfort as may be required in terms of the issuance of the Bonds.

(collectively referred to herein as the "**Security**").

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to create the Security in favour of Catalyst Trusteeship Limited and to do all such acts, deeds and things as may be necessary for the purpose and for perfecting the Security so created including filing necessary forms with the applicable Registrar of Companies and the Central Registry of Securitisation Asset Reconstruction and Security Interest.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to approve *inter alia* the final drafts of the following in respect of the Issue:

- (i) the term sheet / sanction letter;
- (ii) the Subscription Agreement;
- (iii) the trust deed *inter alia* setting out the provisions in relation to the settlement of trust and the obligations of the Company thereto ("**Trust Deed**");
- (iv) the trustee agreement for the appointment of Catalyst Trusteeship Limited as the Trustee in relation to the Issue ("**Trustee Agreement**");
- (v) the deed of hypothecation *inter alia* recording the terms and conditions for the creation of the Security by the Company ("**Deed of Hypothecation**");
- (vi) the information memorandum to be issued by the Company *inter alia* setting out the details of the Issue (the "**Information Memorandum**");
- (vii) the private placement offer cum application letter to be issued by the Company *inter alia* setting out the details of the Issue ("**Private Placement offer Cum Application Letter**"); and
- (viii) executing such other documents, deeds, notices, certificates, letters, agreements, powers of attorney(s), declarations, undertakings, instruments and forms as may be required by the Bond Holder(s) or in relation to or in connection with the issuance and allotment or the creation and perfection of the Security;

(collectively the "**Transaction Documents**").

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "**the Board**"), be and is hereby authorised to do all such acts, deeds and things and execute or ratify all such resolutions or documents whatsoever as may be required in connection with the issue, offer and allotment of the Bonds.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to get the Bonds listed with the India International Exchange (IFSC) Limited (the "**Stock Exchange**") by executing the listing agreement(s) and such other agreements as may be required by the Stock Exchange in relation to the listing of the Bonds, within 15 (Fifteen) calendar days from the deemed date of allotment of the Bonds.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true by any director or the Company Secretary of the Company be furnished to the Bond Holder(s) or any other person concerned and it be requested to act thereon."

7. APPROVAL FOR ISSUANCE OF CERTAIN SECURED, LISTED, US DOLLAR DENOMINATED BONDS TO INSURELIENCE INVESTMENT FUND COLLECTIVELY AGGREGATING UP TO USD 5 MILLION ONLY

To consider and if thought fit, pass with or without modification the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42 and 71 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company, to issue certain secured, listed, US Dollar denominated bonds, aggregating up to USD 5,000,000/- (United States Dollar Five Million only) ("Bonds") on a private placement basis, to **InsuResilience Investment Fund** (the "Bond Holder(s)", which term shall be deemed to include within its meaning, its successors and assigns) (collectively the "Issue"), bearing an interest rate that is the aggregate of USD 6M CME Term SOFR plus 440 basis points, or at such other interest rate as may be agreed, payable semi-annually or at such frequency as may be agreed, and having a maturity of up to 60 (Sixty) months from the date of allotment of the Bonds, or such other maturity (subject to the relevant circulars, directions and notifications issued by the Reserve Bank of India ("RBI") in connection with external commercial borrowings by Indian entities from time to time, including the RBI's circular on "External Commercial Borrowings (ECB) Policy - New ECB Framework" dated January 16, 2019 and the RBI's master direction dated March 26, 2019 on "External Commercial Borrowings, Trade Credits, and Structured Obligations" (each as amended, supplemented or restated from time to time, collectively referred to as the "ECB Directions")) as may be agreed, and on such other terms set out in the subscription agreement to be entered into between, inter alia, the Company and the Bond Holder(s), in such form and manner as may be agreed ("Subscription Agreement") and such other terms as may be agreed between the Bond Holder(s) and the Company, for the purposes set out in the Subscription Agreement and for such other purposes as may be agreed between the Company and the Bond Holder(s), in accordance with, inter alia, the ECB Directions and the relevant regulations, circulars, directions and notifications issued by the International Financial Services Centres Authority ("IFSCA"), including the International Financial Services Centres Authority (Issue and Listing of Securities) Regulations, 2021 read with the circular, notification issued thereunder (as amended, supplemented or restated from time to time, collectively referred to as the "IFSCA Listing Regulations").

RESOLVED FURTHER THAT pursuant to Section 42(2) of the Companies Act, 2013, the shareholders of the Company hereby identify **InsuResilience Investment Fund** ("Identified Persons" / "Investor"), as an identified person to whom the Company can make the private placement of the Bonds.

RESOLVED FURTHER THAT the Company be and is hereby authorised to appoint Catalyst Trusteeship Limited as the trustee (acting in trust for, on behalf of and for the benefit of the holders of the Bonds) for the issue of the Bonds ("Trustee").

RESOLVED FURTHER THAT the Company be and is hereby authorised to secure the amounts to be raised pursuant to the issue of the Bonds together with all interest and other charges thereon by way of, inter alia:

- (c) a first ranking exclusive and continuing charge by the Company by way of hypothecation over certain identified loan receivables and/or book debts of the Company up to such limits and security cover as may be agreed and within such time period as may be prescribed by the Investor; and
- (d) such other security or contractual comfort as may be required in terms of the issuance of the Bonds.

(collectively referred to herein as the "Security").

RESOLVED FURTHER THAT the Company be and is hereby authorized to create the Security in favour of Catalyst Trusteeship Limited and to do all such acts, deeds and things as may be necessary for the purpose

and for perfecting the Security so created including filing necessary forms with the applicable Registrar of Companies and the Central Registry of Securitisation Asset Reconstruction and Security Interest.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded to approve inter alia the final drafts of the following in respect of the Issue:

- (ix) the term sheet / sanction letter;
- (x) the Subscription Agreement;
- (xi) the trust deed inter alia setting out the provisions in relation to the settlement of trust and the obligations of the Company thereto ("**Trust Deed**");
- (xii) the trustee agreement for the appointment of Catalyst Trusteeship Limited as the Trustee in relation to the Issue ("**Trustee Agreement**");
- (xiii) the deed of hypothecation inter alia recording the terms and conditions for the creation of the Security by the Company ("**Deed of Hypothecation**");
- (xiv) the information memorandum to be issued by the Company inter alia setting out the details of the Issue (the "**Information Memorandum**");
- (xv) the private placement offer cum application letter to be issued by the Company inter alia setting out the details of the Issue ("**Private Placement offer Cum Application Letter**"); and
- (xvi) executing such other documents, deeds, notices, certificates, letters, agreements, powers of attorney(s), declarations, undertakings, instruments and forms as may be required by the Bond Holder(s) or in relation to or in connection with the issuance and allotment or the creation and perfection of the Security;

(collectively the "**Transaction Documents**").


**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "**the Board**"), be and is hereby authorised to do all such acts, deeds and things and execute or ratify all such resolutions or documents whatsoever as may be required in connection with the issue, offer and allotment of the Bonds.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to get the Bonds listed with the India International Exchange (IFSC) Limited (the "**Stock Exchange**") by executing the listing agreement(s) and such other agreements as may be required by the Stock Exchange in relation to the listing of the Bonds, within 15 (Fifteen) calendar days from the deemed date of allotment of the Bonds.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions certified to be true by any director or the Company Secretary of the Company be furnished to the Bond Holder(s) or any other person concerned and it be requested to act thereon."

CERTIFIED TO BE TRUE  
For AVIOM INDIA HOUSING FINANCE PRIVATE LIMITED

  
KAAJAL AIJAZ ILMI  
MANAGING DIRECTOR & CEO  
DIN: 01390771  
ADD: E- 87, 2ND FLOOR, WESTERN SIDE,  
PASCHIMI MARG, VASANT VIHAR, NEW DELHI- 110057  
Date: May 21, 2024  
Place: New Delhi



#### NOTES:

1. In accordance with the General Circular No. 9/2023 dated September 25, 2023, Ministry of Corporate Affairs (MCA) has allowed Companies to conduct their Annual General Meetings through video conferencing (VC) or other audio-visual means (OAVM) and dispensed personal present of the members at the meeting upto September 30, 2024. The said Circular is in continuation to the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 3/2022 dated May 05<sup>th</sup>, 2022 and General Circular No.11/2022 dated December 28, 2022 prescribing the procedures and manner of conducting the General Meeting through VC/OAVM.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. However, the said AGM is being conducted through video conferencing (VC) or other audio-visual means (OAVM), where physical attendance of members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members will not be available.
3. Pursuant to Section 113 of the Companies Act, 2013, if a body corporate is a member of the Company, it may authorize a person by resolution of its board of directors to act as its representative at the meeting of the Company, then such a person shall be deemed to be a member for the purpose of voting in the meeting held through VC/OAVM and shall be counted for the purpose of quorum
4. Documents referred to in the Notice are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays between 11 AM and 2 PM up to the date of Extra ordinary General Meeting and during the time of the Extra ordinary General Meeting, as well. Members seeking to inspect such documents can send an email to Divyani.chand@aviom.in
5. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 is attached herewith.
6. Details of Directors seeking appointment / reappointment as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are attached as Annexure to the Notice.
7. Members are requested to notify any change in their address, e-mail address, contact numbers, etc immediately to the company at its registered office, if any.
8. Members are requested to send their consents to shorter notice of AGM on or before May 21, 2024 to enable the Company to hold the meeting on May 21, 2024. (if the consent is received from not less than 95% of members entitled to vote at the meeting) as required under Section 101 of Companies Act 2013 read with the Secretarial Standard issued by the Institute of Company Secretaries (ICSI).
9. Members are requested to note that the resolutions set out in the Notice will be decided through show of hands or by conducting poll, in case demanded by the Members.
10. The meeting link for attending the AGM is attached in the email itself.

The process of participation in the Meeting through electronic mode is as follows:

#### **Via Desktop/Laptop/Mobile Phone:**

It is recommended to use Chrome for seamless functioning of the application.  
Step 1: Open the "JOIN MICROSOFT TEAM MEETING" LINK IN THE MAIL  
Step 2: Either choose to download the application or continue with the browser  
Step 3: Click on the "Join Now" Option

#### **TIPS FOR SEAMLESS MEETING:**

- Use a Headset: Internal microphone can sometimes pick up background noise hence headphones with inbuilt boom mic can help while providing better audio quality.
  - Lighting: Light can play a major role in how others are seeing you. Make sure the light source is not behind you and your room is well lit.
  - Background: When joining from home, background is important as others could see what is happening. Choose a spot with neutral background which doesn't distract your participants.
  - Quiet Location: Try to avoid noisy common areas. Instead, join from a quiet location whenever possible.
  - Poor Connection Tips: In a case of a poor connection try disabling your video to conserve bandwidth.
  - Camera Angle: By using self-view, you can test the angle of your camera and position yourself. Look into the camera lens while talking to make eye contact with your audience.
  - Mute: Keep your mic muted whenever you are not speaking.
  - Sharing the content: Moderator would be sharing the content throughout the meeting.
11. In case of any query relating to the procedure for attending AGM through VC or for any technical assistance, the members may write an email to Ms. Divyani Chand, Company Secretary at [Divyani.chand@aviom.in](mailto:Divyani.chand@aviom.in).



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

### ITEM NO. 3

The Board of Directors of the Company in its Board Meeting dated January 09, 2024, based on recommendation from Nomination and Remuneration Committee appointed Ms. Aashna Cacu Desai as an Additional Director w.e.f January 09, 2023 to hold office upto the date of Annual General Meeting of the Company in accordance with Section 161 of the Companies Act, 2013.

Therefore, the Board of Directors have recommended the regularization of appointment of Ms. Aashna Cacu Desai as a Non-Executive Nominee Director pursuant to the provisions of Section 152 of the Companies Act, 2013.

None of other Directors or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors accordingly recommends the Ordinary Resolution set out in Item no. 3 of the Notice for the approval of the Members.

### ITEM NO. 4

The Board of Directors of the Company vide circular resolution dated April 26, 2024, based on recommendation from Nomination and Remuneration Committee appointed Mr. Vishal Karnani as an Additional Director w.e.f April 01, 2024 to hold office upto the date of Annual General Meeting of the Company in accordance with Section 161 of the Companies Act, 2013.

Therefore, the Board of Directors have recommended the regularization of appointment of Mr. Vishal Karnani as a Non-Executive **Nominee Director** pursuant to the provisions of Section 152 of the Companies Act, 2013.

None of other Directors or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors accordingly recommends the Ordinary Resolution set out in Item no. 4 of the Notice for the approval of the Members.

### ITEM NO. 5

The Board of Directors of the Company vide circular resolution dated January 12, 2024 based on recommendation from Nomination and Remuneration Committee, appointed Ms. Divya Abhishek as an Additional Director in the capacity of Independent Director of the Company

Pursuant to the provisions of Section 149 & 152 of the Companies Act, 2013, the Board of Directors have recommended the regularization of appointment of Ms. Divya Abhishek as an Independent Director of the Company to hold office for a period of upto five consecutive years commencing from January 12, 2024 till January 11, 2029.

None of other Directors or Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board of Directors accordingly recommends the Ordinary Resolution set out in Item no. 5 of the Notice for the approval of the Members.

### ITEM NO. 6

Pursuant to Section 42 and 71 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of bonds on a private placement basis. The said approval shall be the basis for the Board to determine the terms

and conditions of the issuance of certain secured, listed, US Dollar denominated bonds, aggregating up to USD 3,000,000/- (United States Dollar Three Million only) ("**Bonds**") by the Company from the date on which the members have provided the approval by way of the special resolution.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

- (a) Particulars of the offer including date of passing of board resolution: This private placement consists of an issuance of certain secured, listed, US Dollar denominated bonds, aggregating up to USD 3,000,000/- (United States Dollars Three Million only).
- (b) Date of passing of board resolution: May 21, 2024
- (c) Kinds of securities offered and price at which security is being offered: Issuance of certain secured, listed, US Dollar denominated bonds, aggregating up to USD 3,000,000/- (United States Dollars Three Million only) ("**Bonds**") at par, on a private placement basis to "COVID-19 Emerging & Frontier Markets MSME Support Fund". The Interest rate payable in relation to the Bonds and any other charges / pricing payable in relation to the said Bonds shall be further detailed in the transaction documents to be entered into by the Company, upon the approval / authorisation of the Board of Directors of the Company in this regard;
- (d) Basis or justification for the price (including premium, if any) at which offer, or invitation is being made: **Not applicable since the Bonds are being issued and redeemed at par;**
- (e) Name and address of valuer who performed valuation: **Not applicable since the Bonds are being issued and redeemed at par;**
- (f) Amount which the company intends to raise by way of such securities: up to USD 3,000,000/- (United States Dollars Three Million only);
- (g) 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:
  - (i) Proposed time schedule:  
Issue Opening Date: As mentioned in the Information memorandum.  
Issue Closing Date: As mentioned in the Information memorandum.  
Pay-in dates: As mentioned in the Information memorandum.  
Deemed Date of Allotment: As mentioned in the Information memorandum.  
  
Any changes to the proposed time schedule shall be further detailed in the transaction documents to be entered into by the Company.
- (ii) Purposes or objects of offer of the Bonds: The Company shall utilise the monies received upon subscription of the Bonds solely towards the on-lending for the financing of affordable home loans or such other purposes as may be agreed between the Company and the Bond Holder(s)
- (iii) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: None;
- (iv) Principle terms of assets charged as securities: the amounts to be raised pursuant to the issue of the Bonds together with all coupon / interest and other charges payable in relation to the Bonds thereon are to be secured by way of, *inter alia*:
  - i. a first ranking exclusive and continuing charge by the Company by way of hypothecation over certain identified loan receivables and/or book debts of the Company, up to such limits and security cover as may be agreed and within such time period as may be prescribed by the Investor and as further set out in the transaction documents to be executed in relation to the same; and
  - ii. such other security or contractual comfort as may be required in terms of the issuance of the Bonds.

The material terms of raising such securities shall be further detailed in the transaction documents to be entered into by the Company, upon the approval / authorisation of the Board of Directors of the Company in this regard.

The Directors recommend the resolution for members' approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

#### ITEM NO. 7

Pursuant to Section 42 and 71 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of bonds on a private placement basis. The said approval shall be the basis for the Board to determine the terms and conditions of the issuance of certain secured, listed, US Dollar denominated bonds, aggregating up to USD 5,000,000/- (United States Dollar Five Million only) ("**Bonds**") by the Company from the date on which the members have provided the approval by way of the special resolution.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

- a) Particulars of the offer including date of passing of board resolution: This private placement consists of an issuance of certain secured, listed, US Dollar denominated bonds, aggregating up to USD 5,000,000/- (United States Dollars Five Million only).
- b) Date of passing of board resolution: May 21, 2024
- c) Kinds of securities offered and price at which security is being offered: Issuance of certain secured, listed, US Dollar denominated bonds, aggregating up to USD 5,000,000/- (United States Dollars Five Million only) ("**Bonds**") at par, on a private placement basis to "InsuResilience Investment Fund". The Interest rate payable in relation to the Bonds and any other charges / pricing payable in relation to the said Bonds shall be further detailed in the transaction documents to be entered into by the Company, upon the approval / authorisation of the Board of Directors of the Company in this regard;
- d) Basis or justification for the price (including premium, if any) at which offer, or invitation is being made: **Not applicable since the Bonds are being issued and redeemed at par;**
- e) Name and address of valuer who performed valuation: **Not applicable since the Bonds are being issued and redeemed at par;**
- f) Amount which the company intends to raise by way of such securities: up to USD 5,000,000/- (United States Dollars Five Million only);
- g) 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:
- i. Proposed time schedule:  
Issue Opening Date: As mentioned in the Information memorandum.  
Issue Closing Date: As mentioned in the Information memorandum.  
Pay-in dates: As mentioned in the Information memorandum.  
Deemed Date of Allotment: As mentioned in the Information memorandum.

Any changes to the proposed time schedule shall be further detailed in the transaction documents to be entered into by the Company.

- ii. Purposes or objects of offer of the Bonds: The Company shall utilise the monies received upon subscription of the Bonds solely towards the on-lending for the financing of affordable home loans or such other purposes as may be agreed between the Company and the Bond Holder(s)
- iii. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: None;
- iv. Principle terms of assets charged as securities: the amounts to be raised pursuant to the issue of the Bonds together with all coupon / interest and other charges payable in relation to the Bonds thereon are to be secured by way of, *inter alia*:
  - i) a first ranking exclusive and continuing charge by the Company by way of hypothecation over certain identified loan receivables and/or book debts of the Company, up to such limits and security cover as may be agreed and within such time period as may be prescribed by the Investor and as further set out in the transaction documents to be executed in relation to the same; and
  - ii) such other security or contractual comfort as may be required in terms of the issuance of the Bonds.

The material terms of raising such securities shall be further detailed in the transaction documents to be entered into by the Company, upon the approval / authorisation of the Board of Directors of the Company in this regard.

The Directors recommend the resolution for members' approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

For AVIOM India Housing Finance Private Limited

  
Kaajal Aijaz Ilmi  
Managing Director & CEO  
DIN/01390771  
E-87, 2<sup>nd</sup> Floor, Paschimi Marg, Vasant Vihar,  
New Delhi - 110057



Date: May 21, 2024  
Place: New Delhi

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / reappointment as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, 2013

Name	Aashna Cacui Desai	Vishal Karnani	Divya Abhishek
DIN	10186320	07858240	08709050
Age	30	39	32
Qualification	Bachelor of Science, Bachelor of Arts	B.Com, CA, MBA	B.COM, MBA, LLB, FCA, ACMA, ACS, DIP IFR (ACCA), ADIT (CIOT UK)
Experience	Vice President, Private Equity Impact Investing at Nuveen-TIAA Company	Partner at Sabre Partners	PCA
Nature of expertise in specific functional areas	Investment management	Finance and accounting, business management, business administration, investing experience of over a decade	Rich expertise in the fields of Government Accounting, MSME Audit, Corporate Law, Corporate, Finance & Audit, Taxation, and Start Up Consultancy.
Terms & Conditions of appointment/re- appointment	Acting in the capacity of Nominee Director of Teachers Insurance and Annuity Association of America ("Investor") on the board of the Company	Acting in the capacity of a Nominee Director of Teachers Insurance and Annuity Association of America ("Investor") on the board of the Company	Appointment as an Independent Director for a period of upto 5 consecutive years
Details of Remuneration paid	NA	NA	INR 1,08,000/- (Sitting fees)
Details of Remuneration sought to be paid	NA	NA	Ms. Divya Abhishek will be entitled to receive remuneration by way of sitting fees as may be approved by the Board for attending Board/ Committee(s) meetings, reimbursement of expenses for participation in meetings as may be approved by the Board from time to time based on recommendation of the NRC, as per the provisions of the Act.
Date of first Appointment on the Board of the Company	January 09, 2024	April 01, 2024	January 12, 2024
Shareholding in the Company	Nil	Nil	Nil
Relation with other Directors, Manager or KMP	No	No	No
No. of Meetings of Board attended during the year	1	1	3
Other Directorship, Membership/ Chairmanship of committees of other Boards	NA	Other Directorships:  1. Eatgood Technologies Private Limited 2. Sara Services & Consultants Private Limited 3. Sabre Partners Investment Managers Private Limited	Other Directorships:  1. Muthoot Capital Services Limited 2. Tamil Nadu Steel Tubes Limited 3. Kwality Milk Foods Limited