



AAVAS FINANCIERS LIMITED

CIN: L65922RJ2011PLC034297

Registered and Corporate Office: 201-202, 2nd Floor, Southend Square,

Mansarovar Industrial Area, Jaipur 302020, Rajasthan, India

Tel: +91 141-4659239

E-mail: investorrelations@aaivas.in | Website: www.aavas.in

NOTICE

Notice to Members,

NOTICE is hereby given that the **13th Annual General Meeting** ("AGM") of the Members of Aavas Financiers Limited ("the Company") will be held on Wednesday, July 19, 2023 at 03:30 P.M., Indian Standard Time ("IST") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility to transact the following businesses:

ORDINARY BUSINESSES:

1. To consider and adopt:

- (a) the audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon; and
- (b) the audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the report of the Auditors thereon.

2. To appoint a Director in place of Mr. Vivek Vig, (DIN: 01117418), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Kartikeya Dhruv Kaji, (DIN: 07641723), who retires by rotation and being eligible, offers himself for re-appointment.

4. To consider and approve the remuneration of Statutory Auditors of the Company for the Financial Year 2023-24.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOVLED THAT in accordance with the provisions of Section 142 of the Companies Act, 2013 and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the

Reserve Bank of India ("RBI") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and with reference to the resolution passed by the Members via Postal Ballot for appointment of Statutory Auditors and fixing their remuneration thereon dated December 02, 2021 and as recommended by the Audit Committee and Board of Directors of the Company, M/s Walker Chandio & Co LLP, Chartered Accountants (Firm's Registration No. 001076N/N500013), who were appointed as Statutory Auditor of the Company for a period of three consecutive years (until the conclusion of the 14th AGM of the Company to be held in the calendar year 2024) be paid the remuneration of ₹ 75,00,000/- (Rupees seventy five lakh only) for conducting statutory audit, limited review and consolidation of accounts for the Financial Year 2023-24 payable in one or more instalments and for their remaining tenure thereafter till the same is revised."

SPECIAL BUSINESSES:

5. To approve the appointment of Mr. Sachinderpalsingh Jitendrasingh Bhinder (DIN: 08697657) as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and relevant regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 ("RBI Master Directions") as may

be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, and on the recommendation of Nomination and Remuneration Committee and the Board, Mr. Sachinderpalsingh Jitendrasingh Bhinder (DIN: 08697657) who was appointed as an Additional (Executive) Director of the Company w.e.f. May 03, 2023 and being eligible offers himself for appointment and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and give such directions as may be required, necessary, expedient or desirable in connection with or incidental thereto, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and necessary, filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.”

6. To approve the appointment of Mr. Sachinderpalsingh Jitendrasingh Bhinder (DIN: 08697657) as Managing Director of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 2 (54), 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time and the Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI LODR Regulations”) and the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“RBI Master Directions”) as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation made

by Nomination and Remuneration Committee (NRC) and approved by the Board of Directors, Mr. Sachinderpalsingh Jitendrasingh Bhinder (DIN: 08697657) who was appointed as an Additional (Executive) Director in the capacity of a Managing Director of the Company w.e.f. May 03, 2023 be and is hereby appointed as Managing Director, not liable to retire by rotation to hold office for a period of 5 (five) years w.e.f May 03, 2023 till May 02, 2028 on the terms and conditions including remuneration as set out in the explanatory statement under Section 102 of the Act annexed with the Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration of Mr. Bhinder, based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act 2013, RBI Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022 and other applicable provisions (if any) of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and give such directions as may be required, necessary, expedient or desirable in connection with or incidental thereto, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and necessary, filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.”

7. To approve alteration in the Articles of Association 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 Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as may be applicable (including any statutory modification(s), change or re-enactment(s) thereof for the time being in force), Regulation 23 (6) of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities)

Regulations, 2021 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the necessary approval(s), permissions, consents and sanctions required, if any from the statutory authority and all other applicable laws and regulations if any, consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company to amend the existing clause 16.11 (a) and to add clause 16.11 (d) as per below:

Clause No.	Existing Clause	Proposed Clause
16.11 (a)	The Board shall comprise up to 9 (Nine) Directors	The Board shall comprise up to 9 (Nine) Directors excluding the Nominee Director(s) appointed by debenture trustee (s), if any as per clause 16.11 (d) of Articles of Association.
16.11 (d)	-	The Board of Directors of Company shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board of Directors. The Nominee Director appointed as such shall not be liable to retire by rotation.

RESOLVED FURTHER THAT all the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the alteration of the Articles of Association and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

8. To approve increase in the borrowing powers in excess of Paid-up Share Capital, Free Reserves and Securities Premium of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

“**RESOLVED THAT** in supersession of all the earlier resolution(s) passed in this regard and pursuant to the

provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the applicable directions/ guidelines issued by the Reserve Bank of India (“RBI”) or National Housing Bank (“NHB”) and the relevant provisions of the Articles of Association of the Company and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall be deemed to include any Committee of the Board constituted / to be constituted / reconstituted by the Board to exercise its powers including the powers conferred by this resolution) for borrowing from time to time as they may think fit, any sum or sums of money not exceeding ₹ 23,000/- crore (Rupees twenty three thousand crore only) (including the money already borrowed by the Company) in Indian Rupees or in any equivalent thereof in foreign currency(ies) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether domestic or international, whether by way of charge by way of creating interest, or lien or mortgage or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company’s assets and effects or properties including stock in trade (receivables), notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, and securities premium provided that the total borrowing limit shall be within the limits prescribed under the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“RBI Master Directions”).

RESOLVED FURTHER THAT the Board be and is hereby authorized for borrowing from time to time as it may think fit, any sum or sums of money not exceeding ₹ 23,000/- crore (Rupees twenty three thousand crore only) in Indian Rupees or equivalent thereof in any foreign currency(ies) in aggregate (including the monies already borrowed

by the Company) on such terms and conditions as the Board may deem fit, by way of loans, or in any other form whatsoever, or issue of Bonds and/ or Non-Convertible Debentures or other Securities to or avail Term Loans, Cash Credit facilities or other facilities in form of debt in the nature of Debentures, Commercial Papers and the like from Bank(s), Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or any other person(s), body(ies) corporate, etc., whether Securities holder of the Company or not.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board and the Company Secretary of the Company be and are hereby severally authorized to arrange or finalize the terms and conditions of all such borrowings, from time to time, viz. terms as to interest, repayment, security or otherwise as it may deem fit and to sign and execute all such documents, agreements and writings and do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable.”

9. To approve creation of charges on assets of the Company under Section 180(1)(a) of the Companies Act, 2013 to secure borrowings made/to be made under section 180(1)(c) of the Companies Act, 2013.

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

“**RESOLVED THAT** in supersession of all the earlier resolution(s) passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the directions/ guidelines issued by the Reserve Bank of India (“RBI”) or National Housing Bank (“NHB”) and relevant provisions of the Articles of Association of the Company, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board, constituted / to be constituted / reconstituted to exercise its powers including the powers conferred by this resolution) to create charge by way of mortgage (s)

and / or hypothecate and / or lien or otherwise on any of movable and / or immovable properties / assets of the Company including receivables in the form of book debts, wherever situated both present and future or on whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s), on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit, to or in favour of any bank(s) or Financial or other Institution(s), Mutual Fund(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FIIs) or body(ies) corporate or person(s), whether Securities holders of the Company or not, to secure the borrowing facility availed by way of issue of security or term loan or otherwise together with interest, cost, charges and expenses thereon for amount not exceeding ₹ 23,000/- crore (Rupees twenty three thousand crore only) at any point of time (including the money already borrowed by the Company and in excess of the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, and securities premium).

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank exclusive/prior/ pari-passu/subsequent with/to the hypothecation/ mortgages/lien and/or charges already created or to be created by the Company as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”.

10. To approve issuance of Non-Convertible Debentures, in one or more tranches / issuances on Private Placement Basis.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, Guidelines on Private Placement of Non-Convertible Debentures (NCDs) prescribed under the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021

(“RBI Master Directions”), Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI operational circular for issue and listing of Non-Convertible Securities dated August 10, 2021 (as amended from time to time) and other applicable RBI and SEBI Regulations and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of Articles of Association of the Company and subject to applicable laws, rules and regulations and guidelines, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board, constituted / to be constituted / reconstituted including the powers conferred by this resolution) for making offers and / or invitations and / or issue, in one or more tranches, Non-Convertible Debentures (NCDs), whether secured or unsecured and / or listed or unlisted including but not limited to subordinate debentures, bonds, and/or other debt securities as per section 2(30) of the Act on private placement basis, during the period of 1 (one) year from the date of passing of the Special Resolution by the Members in this Annual General Meeting, for amount not exceeding ₹ 8,500/- crore (Rupees eight thousand five hundred crore only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including to one or more Company(ies), body(ies) corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board may decide so, for onward lending business of the Company and general corporate purposes and on the following terms:

- (i) The Board shall have the sole discretion to deal with the unsubscribed portion of the Debenture Issue on such terms and conditions as it may deem fit.
- (ii) The Company shall issue the NCDs for deployment of funds for creation of its own assets and not to facilitate the resource requests of or utilisation by group entities/parent Company/ associates of the Company.

RESOLVED FURTHER THAT the aggregate amount of funds to be raised by issue of NCDs, subordinate debentures, bonds, and/or other debt securities etc. shall not exceed the overall borrowing limits of the Company, as approved or may be approved by the Members of Company from time to time.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”.

**By order of the Board of Directors
For Aavas Financiers Limited**

Sharad Pathak

Date: June 20, 2023

Place: Jaipur

Company Secretary and

Compliance Officer

Membership No.: FCS- 9587

Registered and Corporate Office:

201-202, 2nd Floor, Southend Square,

Mansarovar Industrial Area, Jaipur 302020, Rajasthan, India

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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning Special Businesses under Item Nos. 5 to 10 of the accompanying Notice, is annexed hereto. The Board of Directors have considered that the Special businesses under Item Nos. 5 to 10, being considered unavoidable, be transacted at the 13th AGM of the Company.
2. In view of General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 20/2021 21/2021, 02/2022 and 10/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively (Collectively referred as "**MCA Circulars**"), issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (Collectively referred as "**SEBI Circulars**") issued by the Securities and Exchange Board of India (SEBI) (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as "**the Circulars**") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Notice of the 13th AGM along with the Annual Report for the Financial Year 2022-23 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The 13th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the 13th AGM shall be the Registered Office of the Company. Since the AGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
4. This is to inform that as physical presence of Members has been dispensed with for attending the Meeting through VC/OAVM Facility, therefore there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 13th AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the 13th AGM through VC/OAVM Facility and participate there at and cast their votes through e-voting.
5. Attendance of the Members participating in the 13th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the Circulars, the Annual Report 2022-23, the Notice of the 13th AGM, and instructions for e-voting are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participant(s).
7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations and the circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the 13th AGM. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-voting system as well as voting on the date of the 13th AGM will be provided by NSDL.
8. The manner of voting remotely by Members including the Members who have not registered their E-mail addresses is provided in the instructions for e-voting section which forms the part of this Notice.
9. Members may please note that the Notice and Annual Report of the 13th AGM will also be available on the website of the Company at www.aavas.in, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of NSDL at www.evoting.nsdl.com.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the certificate from Secretarial Auditors of the Company pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the Members during the 13th AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM and during the AGM. Members seeking to inspect such documents can send an e-mail to investorrelations@aavas.in.
11. The Board of Directors of the Company ("the Board") has appointed Mr. Rupesh Agarwal (Membership No. A16302, COP No. 5673), failing him, Mr. Shashikant Tiwari (Membership No. F11919, COP No. 13050), Practicing Company Secretaries and Partners of M/s Chandrasekaran Associates as the Scrutinizer, for conducting the voting process in a fair & transparent manner.
12. The Scrutinizer shall after the conclusion of e-voting at the 13th AGM shall make a Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairperson or a person authorized by him, within 2 working days or 3 days, whichever is earlier, from the conclusion of the 13th AGM, who shall then countersign and declare the result of the voting forthwith.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.aavas.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairperson or a person authorized by him. The results shall also be displayed on the notice board at the registered office of the Company and shall be immediately forwarded to the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited.
14. Details as required in sub-regulation (3) of Regulation 36 of the SEBI LODR Regulations and Secretarial Standard on General Meeting ("SS-2") of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 13th AGM, forms integral part of the Notice of the 13th AGM as Annexure. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
15. As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiatives and register your e-mail address to receive all communication and documents including Annual Reports from time to time in electronic form to the e-mail address provided by you. Members may send such communication to their respective Depository Participants (DPs) as per the procedure given later in the Notes.
16. Members can avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail this facility may contact their respective DPs for recording their Nomination.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are, therefore, requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.
19. Members are requested to contact Link Intime India Private Limited (share transfer agent of the Company) in case of any change of address or queries relating to their shares at the information given below-

Link Intime India Private Limited
 C-101, 1st floor, 247 Park, L.B.S Marg, Vikhroli (West),
 Mumbai 400083 Maharashtra, India
 Tel: +91 22 4918 6200,
 : +91 22 49186195
 Website: www.linkintime.co.in
 Email ID: rnt.helpdesk@linkintime.co.in
20. Members desirous of obtaining any information / clarification relating to the accounts are requested to submit their query in writing to the Company well in advance so as to enable the Management to keep the information ready.
21. Members who would like to express their views/ask questions as a speaker during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio

number, E-mail ID, mobile number at investorrelations@aavas.in till Thursday, July 13, 2023. Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

22. Instructions for Members for Remote e-Voting and joining the 13th AGM are as under:-

- a. The remote e-voting period will commence on Friday, July 14, 2023 (9:00 A.M. IST) and end on Tuesday, July 18, 2023 (5:00 P.M. IST). During this period, Members of the Company, holding shares as on the cut-off date i.e. as on Wednesday, July 12, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date.
- b. A person who is not a Member as on the cut-off date should treat this Notice of 13th AGM for information purpose only.
- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 13th AGM by E-mail and holds shares as on the cut-off date i.e. on Wednesday, July 12, 2023, may obtain the User ID and password by sending a request to E-mail address evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting his/her vote. In the case of forgot password, the same can be reset by using "Forgot User Details/Password?" or "Physical User Reset Password" option available on www.evoting.nsdl.com.
- d. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- e. Institutional Investors (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned

copy (PDF/JPG Format) of its Board or governing body resolution/ authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by E-mail through its registered E-mail address to shashikant@cacsindia.com / rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in.

- f. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- g. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.co.in or contact to Ms. Prajakta Pawle, Officer or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated e-mail IDs: evoting@nsdl.co.in or PrajaktaP@nsdl.com or pallavid@nsdl.com or at telephone nos.: +91-22-24994360 or +91-22-48867000 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's E-mail address investorrelations@aavas.in.
- h. The details of the process and manner for remote e-voting are explained herein:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Step 1: Log-in to NSDL e-Voting system :**A. How to Log-in to NSDL e-Voting website?**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

- Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	<ol style="list-style-type: none"> Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the

email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account

with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.co.in or contact to Ms. Prajakta Pawle, Officer or Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated e-mail IDs: evoting@nsdl.co.in or PrajaktaP@nsdl.com or pallavid@nsdl.com or at telephone nos.: +91-22-24994360 or +91-22-48867000 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's e-mail address investorrelations@aavas.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email id for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorrelations@aavas.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorrelations@aavas.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

23. The instructions for Members for e-voting on the day of the 13th AGM are as under:-

- a. The procedure for e-voting on the day of the 13th AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM Facility and have not casted their vote on the Resolutions through

remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

- c. Members who have voted through Remote e-voting will be eligible to attend the 13th AGM. However, they will not be eligible to vote at the AGM again.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

24. Instructions for members for attending the AGM through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (investorrelations@aavas.in). The same will be replied by the company suitably.



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

The following statements sets out all material facts relating to the Special Business mentioned under Resolution Nos. 5 to 10 of this Notice. Explanation to Ordinary Business mentioned under Resolution No. 4 has been provided on a voluntary basis.

ITEM NO. 4

The Members of the Company vide resolution passed by way of postal ballot dated December 02, 2021 approved the appointment of M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm's Registration No. 001076N/N500013), as Statutory Auditors of the Company for a period of 3 (three) consecutive years to hold office until the conclusion of the 14th Annual General Meeting of the Company (to be held in the calendar year 2024), subject to them continuing to fulfill the applicable eligibility norms. The Members had approved payment of fees amounting to ₹ 63,00,000/- (Rupees sixty three lakh only) towards statutory audit, limited review and consolidation of accounts for the Financial Year 2022-23 excluding certification fees, applicable taxes, reimbursements and other outlays.

It is now proposed to fix the remuneration payable to the Statutory Auditors of the Company amounting to ₹ 75,00,000/- (Rupees seventy five lakh only) towards statutory audit, limited review and consolidation of accounts excluding certification fees, applicable taxes, reimbursements and other outlays for the Financial Year 2023-24 and for their remaining tenure thereafter till the same is revised.

The Audit Committee and the Board of Directors of the Company unanimously recommends the payment of remuneration to M/s Walker Chandiok & Co LLP being the Statutory Auditors of the Company as set out at Item No. 4 of this Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

ITEM NO. 5 & 6

Mr. Sachinderpalsingh Jitendrasingh Bhinder was appointed as the Chief Executive Officer (CEO) of the Company by the Board of Directors of the Company for a period of 5 (five) years with effect from February 02, 2023.

Based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company have appointed Mr. Bhinder as an Additional

(Executive) Director and also designated him as Managing Director (MD) of the Company (in addition to his current position as the CEO), with effect from May 03, 2023 subject to the approval of the Members.

Mr. Bhinder aged 50 is B.E. Chemical, MBA and MRICS (Member of Royal Institute of Chartered Surveyors) by qualifications. Mr. Bhinder has over 25 years of experience with leadership roles in P & L Management, Business Development, Partnerships, Strategic Alliances, Compliance & Governance with Kotak Mahindra Bank, ICICI Lombard GIC, Standard Chartered and HDFC Limited.

Prior to Aavas, Mr. Bhinder was with Kotak Mahindra Bank Limited, serving as Executive Vice President, where he set up, built, and scaled the Mortgage Book upto ~INR 40,000 Crores AUM across 130 Locations Pan India. He also set up and managed the Mortgage and Retail Asset Cross Sell Business for Kotak Mahindra Bank which included Working Capital (Micro and MSME), Unsecured Business Loans, Personal Loans, Rural Housing, LAS & Credit Cards.

Mr. Bhinder satisfies all the conditions set out in Part-I of Schedule V and the fit and proper criteria prescribed under Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, for being eligible for his appointment as MD of the Company and has given his consent to act as MD of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and other applicable law in force, and is not debarred from holding the office of Director of the Company by virtue of any order of the Ministry of Corporate Affairs, Securities and Exchange Board of India or any other court or tribunal under applicable law.

The terms and conditions relating to the appointment and terms of remuneration of Mr. Bhinder as Managing Director are as follows:

1. Period of Appointment:

For a period of 5 (five) years commencing from May 03, 2023 till May 02, 2028.

2. Fixed Remuneration:

Mr. Bhinder, from May 03, 2023, shall be entitled to a fixed remuneration up to a maximum of ₹ 1,90,00,000/- (Rupees one crore ninety lakh only) per annum ("Fixed Remuneration"), in accordance with Section 197 of the Act read with Schedule V to the Act, RBI Guidelines

on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022 and other applicable provisions (if any) of the Act, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Board shall have the authority to grant such increments to Mr. Bhinder and/or revise the Salary and/or the components thereof, from time to time during the term of his employment, subject to recommendation of the NRC, up to an amount not exceeding ₹ 2,50,00,000/- (Rupees two crore fifty lakh only) per annum, provided such increments and/or revision is carried out in accordance with provisions of Section 197, 198 of the Act read with Schedule V to the Act, and other applicable provisions (if any) of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

For the purpose of this clause, the term “Salary” shall mean and include: (i) basic salary payable to Mr. Bhinder; (ii) Company’s contribution to provident fund as per the provisions of the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952; and (iii) Company’s contribution to gratuity fund as per provisions of the Payment of Gratuity Act, 1972.

3. Perquisites and Allowances

- (a) Mr. Bhinder shall, in addition to the Fixed Remuneration, be eligible for perquisites and allowances as per the policies of the Company amended from time to time including but not limited to reimbursements against residential accommodation, driver’s salary, and other allied ancillary expenses, (“Perquisites”) provided such perquisites and allowances does not exceed the overall ceiling prescribed under Section 197 of the Act read with Schedule V to the Act, RBI Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022 and other applicable provisions (if any) of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Perquisites Ceiling”).
- (b) In addition to the Perquisites, Mr. Bhinder shall also be entitled to the following benefits, which shall not be included while computing the aforementioned Perquisites Ceiling:

- i. Contribution to provident fund, superannuation or annuity fund which are not taxable under the provisions of the Income Tax Act, 1961;
- ii. Gratuity payable which shall not exceed half of one month’s basic salary of the Director for each completed year of service as per the rules and policies of the Company;
- iii. Leave and leave encashment as per the rules of the Company; and
- iv. Any insurance premium paid by the Company for and on behalf of Mr. Bhinder, in accordance with Section 197 of the Act.

4. Performance Linked Bonus

- (a) In addition to Total Fixed Remuneration, Mr. Bhinder shall also be entitled to performance linked bonus of such amount as may be recommended by the NRC and approved by the Board for each Financial Year or part thereof, within the overall limits as specified under Section 197 of the Act read with Schedule V to the Act, RBI Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs dated April 29, 2022 and other applicable provisions (if any) of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), after taking into consideration various criteria, including the performance of Mr. Bhinder and the performance of the Company (“Performance Linked Bonus”).
- (b) The total Performance Linked Bonus for a Financial Year shall not exceed 100% (one hundred percent) of the Total Fixed Remuneration of such Financial Year.
- (c) For the purpose of this clause, the term “Total Fixed Remuneration” shall mean the aggregate of and shall include, during a Financial Year: (a) all fixed components (including Salary) of Mr. Bhinder’s remuneration; and (b) value of all allowances and perquisites payable by the Company to Mr. Bhinder as per Company’s policy in force from time to time. It is hereby clarified that the Total Fixed Remuneration shall not include Performance Linked Bonus.

5. Other Terms and Conditions

- (a) Mr. Bhinder shall discharge his duties, assigned to him from time to time or vested upon him by the Articles of Association of the Company, the Board and/or

under the Act, in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders, the community and for the protection of environment.

- (b) Mr. Bhinder may be granted stock options by the NRC as per the Employee Stock Option Schemes ("ESOP Schemes") of the Company.
- (c) Mr. Bhinder shall not be liable to retire by rotation as per the provisions of the Act.
- (d) If, in any financial year, the Company has no profits or its profits are inadequate, then the remuneration and other benefits payable to Mr. Bhinder shall be paid by the Company in accordance with the provisions of section II of part II of Schedule V of the Act and other applicable provisions (if any) of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).
- (e) Mr. Bhinder shall be entitled to receive reimbursements against residential accommodation, driver's salary, and other allied ancillary expenses from the Company and reimbursement for expenses which are genuinely and actually incurred by him in efficient discharge of his duties and which are wholly, necessarily and exclusively incurred for or in connection with the business and affairs of the Company.

As per Section 161 of the Companies Act, 2013, the appointment of Additional Director is valid up to next Annual General Meeting and as per Section 196 of the Companies Act, 2013, the appointment of Managing Director including terms and conditions of his appointment shall be subject to approval by a resolution at the next general meeting of the Company. Further, in terms of the SEBI LODR Regulations, the Company is required to obtain approval of members for such appointment at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, the resolutions set out at Item No. 5 & 6 of this Notice are proposed to the members for their approval.

Members may note that in this regard, the Company has received a notice from a member of the Company under Section 160 of the Companies Act, 2013,

stating its intention to propose the candidature of Mr. Bhinder for the office of Director of the Company. Accordingly, the approval of the Members is sought for the appointment of Mr. Bhinder as a Managing Director to hold office for a period of 5 (five) years commencing from May 03, 2023 till May 02, 2028.

The Brief profile in terms of the SEBI LODR Regulations and the Secretarial Standard on the General Meetings ("SS-2") has been provided in Annexure attached to this notice.

The agreement between the Company and Mr. Bhinder is available for inspection by the Members during the AGM in terms of Section 190 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Bhinder being appointee and his relatives, are concerned or interested, financially or otherwise in the resolutions set out at Item No. 5 & 6 of the accompanying Notice.

The Board considers it in the interest of the Company to appoint Mr. Bhinder as a Director and MD of the Company and accordingly recommends the Ordinary Resolutions set out at Item No. 5 & 6 of the Notice for approval by the Members.

ITEM NO. 7

As per the amendment in SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021, by way of SEBI Circular dated February 02, 2023 and as per regulation 23 (6) of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company shall ensure that its Articles of Association allow its Board of Directors to appoint the person nominated by the Debenture Trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board.

Further, the Companies, whose debt securities are listed as on the date of publication of the aforesaid circular, shall amend their Articles of Association to comply with above mentioned provision, on or before September 30, 2023.

The Debenture Trustee, individually or collectively shall have a right but not an obligation to appoint from time to time any person or persons as a Nominee Director or Nominee Directors on the Board of the Company in the event of:

(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 debentures. With respect to above mentioned provisions, the Board has considered and approved the amendment in Articles of Association (“AOA”) of the Company through resolution passed by circulation on June 17, 2023, subject to the approval of Members of the Company.

Therefore, it is proposed to amend the existing clause 16.11 (a) and to add clause 16.11 (d) as per below:

Clause No.	Existing Clause	Proposed Clause
16.11 (a)	The Board shall comprise up to 9 (Nine) Directors	The Board shall comprise up to 9(Nine) Directors excluding the Nominee Director(s) appointed by debenture trustee (s), if any as per clause 16.11 (d) of Articles of Association.
16.11 (d)	-	The Board of Directors of Company shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board of Directors. The Nominee Director appointed as such shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

The Board recommends the passing of the resolution set out at Item No. 7 for approval of Members by way of a Special Resolution.

ITEM NO. 8 & 9

The Board of Directors of the Company (“Board”) envisages requirements of increased funds in future. As per the provisions of Section 180(1)(c) of the Companies Act, 2013 (“Act”), the Board can borrow money subject to the condition that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed the aggregate, for the

time being, of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose and securities premium unless the Members have authorized the Board to borrow the monies up to some higher limits.

Further as per Paragraph 27.2 of Master Direction - Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI Master Directions) no Housing Finance Company can have its total Borrowing limit in aggregate, in excess of 12 times of its Net Owned Fund (NOF).

The Members of the Company at the 12th AGM held on July 21, 2022, approved and authorized Board of Directors to borrow from time to time, such amounts as they may deem necessary for the purpose of business of the Company, not exceeding ₹17,000/- crore (Rupees seventeen thousand crore only) over and above the paid-up share capital and free reserves of the Company and in terms of provisions of Section 180(1)(a) of the Companies Act, 2013 to mortgage and/or create a charge on any of the movable and/or immovable properties and/or the whole or any part of undertaking(s) of the Company to secure its borrowings up to the limits of Section 180(1)(c) of the Act.

Taking into account the increased fund requirements, the Company would be required to borrow funds from time to time by way of loans or in any other form whatsoever including but not limited to issue of bonds, debentures or other securities. Hence now, it is proposed to empower and authorize the Board to borrow money from any Bank(s), Financial Institutions (FIs), Mutual Funds(s), Non-Resident Indians (NRIs), Foreign Institutional Investors (FII’s) or any other person/s or entity/ies etc., in excess of paid up share capital and free reserves and securities premium of the Company from the existing limit of ₹ 17,000/- crore (Rupees seventeen thousand crore only) to an amount not exceeding ₹ 23,000/- crore (Rupees twenty three thousand crore only) (including the money already borrowed by the Company) for the lending business purpose and general corporate purpose, provided that the total borrowing limit shall always be within the limits as prescribed under the RBI Master Directions.

The resolution as set out at Item No. 8 of the Notice is placed for your approval by way of Special Resolution of the aforesaid limits of borrowing by the Board up to an amount not exceeding ₹ 23,000/- crore (Rupees twenty three thousand crore only) or equivalent thereof in any foreign currency (ies) (including the money already borrowed by the Company).

The said borrowings by way of loan or issue of securities may be required to be secured by way of charge through lien / hypothecation / mortgage over all or any part of the movable

and / or immovable properties of the Company and as per the provisions of Section 180 (1) (a) of the Act, the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may be deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company and hence the approval of the Members of the Company is required by way of an Special Resolution as set out at Item No. 9 of the Notice.

As per Section 180(1)(a) and 180(1)(c) and other applicable provisions of the Act, approval of the Members is being sought by way of passing Special Resolution. Hence, the Board recommends passing of the enabling Special Resolutions set out at Item No. 8 and 9 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8 and 9 of the accompanying Notice.

ITEM NO. 10

Your Company has been issuing debentures, which may be referred to as one of the option for raising money from time to time, for onward lending business of the Company and general corporate purposes, on terms and conditions as are appropriate and in the best interest of the Company and in due compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), SEBI (Issue and Listing of Non-Convertible Securities) Regulation 2021, SEBI Operational circular dated August 10, 2021 as amended from time to time, Debt Listing Agreement and Guidelines as issued by Reserve Bank of India, National Housing Bank etc.

The Members of the Company at the 12th AGM held on July 21, 2022, approved the issuance of listed or unlisted, secured/unsecured redeemable Non-convertible Debentures on a private placement basis in terms of applicable rules and regulations for an amount not exceeding ₹ 6,000/- crore (Rupees six thousand crore only) during a period of 1 (one) year from the date of the said AGM.

Accordingly, the Company, subject to the approval of Members, proposes to issue Non-Convertible Debentures (including bonds, and/or other debt securities as per Section 2(30) of the Act to various person(s) on private placement basis, at such terms and conditions and at such price(s) in compliance with the requirements of regulatory authorities, if any and as may be finalized by the Board and/or Committee of the Board. The amount to be raised by way of issue of listed or unlisted, secured/unsecured redeemable Non-convertible Debentures

on a private placement basis however shall not exceed ₹ 8,500/- crore (Rupees eight thousand five hundred crore only) in aggregate, in one or more series/ tranches on private placement basis. The aforesaid borrowings are within overall borrowing limits authorized by the Members, from time to time. It may be noted that as per Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force) read with Section 42 of the Act, allows a company to pass a Special Resolution once in a year for all the offer or invitation for Non-Convertible Debentures to be made during the year through a private placement basis in one or more tranches.

Therefore, approval of the Members is accordingly sought in connection with the aforesaid issue of debentures/bonds from time to time and they are requested to enable and authorize the Board (including any Committee of the Board) to issue Non-Convertible Debentures on private placement basis upto ₹ 8,500/- crore (Rupees eight thousand five hundred crore only) as stipulated above, in one or more tranches, during the period of 1 (one) year from the date of passing of the Resolution set out at Item No. 10 of this Notice, within the overall borrowing limits of the Company, as approved by the Members from time to time.

The Board accordingly recommends the Special Resolution as set out at Item No. 10 of the Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 10 of the accompanying Notice.

**By order of the Board of Directors
For Aavas Financiers Limited**

Sharad Pathak

Date: June 20, 2023

Place: Jaipur

Company Secretary and

Compliance Officer

Membership No.: FCS- 9587

Registered and Corporate Office:

201-202, 2nd Floor, Southend Square,
Mansarovar Industrial Area, Jaipur 302020, Rajasthan, India
CIN: L65922RJ2011PLC0D34297

Tel: +91 141-4659239

E-mail: investorrelations@aavas.in | Website: www.aavas.in

ANNEXURE

Details of Directors seeking appointment/re-appointment vide this Notice, pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings issued by Institute of Company Secretaries of India (ICSI):

Name of Director	Mr. Sachinderpalsingh Jitendrasingh Bhinder	Mr. Vivek Vig	Mr. Kartikeya Dhruv Kaji
DIN	08697657	01117418	07641723
Age (in years)	50	60	40
Qualification	B.E. Chemical, MBA and MRICS (Member of Royal Institute of Chartered Surveyors).	Post-graduate diploma in Management from Indian Institute of Management, Bangalore.	MBA from The Wharton School of the University of Pennsylvania, and a Bachelor of Arts in Economics from Dartmouth College.
Brief Resume and Experience	<p>Mr. Bhinder has over 25 years of experience with leadership roles in P & L Management, Business Development, Partnerships, Strategic Alliances, Compliance & Governance with Kotak Mahindra Bank, ICICI Lombard GIC, Standard Chartered and HDFC Limited.</p> <p>Prior to Aavas, Mr. Bhinder was with Kotak Mahindra Bank Limited, serving as Executive Vice President, where he set up, built, and scaled the Mortgage Book upto ~INR 40,000 Crores AUM across 130 Locations Pan India. He also set up and managed the Mortgage and Retail Asset Cross Sell Business for Kotak Mahindra Bank which included Working Capital (Micro and MSME), Unsecured Business Loans, Personal Loans, Rural Housing, LAS & Credit Cards.</p>	<p>Mr. Vig is a Nominee Director appointed on the Board of Aavas by Partners Group ESCL and Partners Group Master Fund. Mr. Vig has over 32 years of experience and has previously served as the Managing Director and Chief Executive Officer of Destimoney Enterprises Limited. Further, he was previously associated with the Centurion Bank of Punjab (which was subsequently merged with HDFC Bank) as its Country Head – Retail Bank and also acted as a Director on the Board of PNB Housing Finance Limited. In the past, he was associated with Citibank N.A., India, where he held various positions across the consumer bank.</p>	<p>Mr. Kaji is a Promoter Nominee Director appointed on the Board of Aavas by Lake District Holdings Limited and Kedaara Capital AIF. He is the Managing Director at Kedaara Capital, a leading India focused private equity firm, where he leads the financial services investing practice. Mr. Kaji has over 10 years of investment experience, encompassing the full lifecycle of private equity across geographies and sectors. Prior to Kedaara, Mr. Kaji was at the Mumbai office of the global investment firm Temasek Holdings, where he focused on public and private market investments across sectors. Previously, he worked as investment banker in New York, first at Merrill Lynch & Co. and then at leading boutique firm Perella Weinberg Partners. He is a member of the Mumbai chapter of the Entrepreneurs' Organisation (EO).</p>
Nature of expertise in specific functional areas	Banking, Financial Services, Insurance, P & L Management, Business Development, Partnerships, Strategic Alliances, Compliance & Governance.	Accounting and Finance, Risk Management.	Investment Banking, Finance and Risk Management
Relationships with Directors, Manager and other Key Managerial Personnel inter-se	None	None	None

Name of Director	Mr. Sachinderpalsingh Jitendrasingh Bhinder	Mr. Vivek Vig	Mr. Kartikeya Dhruv Kaji
Directorships held in other Public Limited Companies and Listed Companies	None	a. Centrum Housing Finance Limited	a. Caspian Financial Services Limited b. Spandana Sphoorty Financial Limited c. Criss Financial Limited d. Care Health Insurance Limited
Membership / Chairmanship of Statutory Committees of Board of other Companies excluding Directorship in Private and Section 8 Companies	None	None	a. Spandana Sphoorty Financial Limited Member, Audit Committee Member, Nomination and Remuneration Committee Member, Stakeholders Relationship Committee Member, Risk Management Committee
Equity listed Companies from which he/she resigned in the past three years	None	None	None
No. of Equity shares held in the Company including beneficial ownerships (As on March 31, 2023)	Nil	4,49,257	Nil
Key terms and conditions of appointment/re-appointment	As per the resolution set out at Item No. 5 & 6 read with the explanatory statement thereto.	Re-appointment as Non-Executive Nominee Director liable to retire by rotation.	Re-appointment as Non Executive Promoter Nominee Director liable to retire by rotation.
Remuneration proposed to be paid	Remuneration as mentioned in the explanatory statement of Item No. 5 & 6 of this notice.	Profit related commission as approved by the Members from time to time	Nil
Remuneration last drawn	₹19.61/- lakh in the capacity of CEO of the Company	₹24/- lakh	Nil
Date of first appointment on Board.	May 03, 2023	July 14, 2016	July 27, 2017
Number of meetings of the Board attended during the Financial Year 2022-23	NA	4 of 4	4 of 4