

CORPORATE GOVERNANCE REPORT

2024 - 2025



REPORT ON CORPORATE GOVERNANCE

“Empowering Trust, Driving Ethics, Sustaining Growth through Governance”

Aavas Financiers Limited (“Aavas” or “Your Company” or “the Company”) defines Corporate Governance as a set of rules, practices and systematic processes that provide highest standards of ethical and responsible conduct of sustainable business covering areas of environmental and social impacts, ethical behaviour, corporate strategies, compensation and risk management to create sustained competitive differentiation in the market to maximize the stakeholder value while ensuring fairness, transparency and accountability to every stakeholder viz. customers, employees, investors, lenders, vendor-partners, the government and community at large.

Governance at Aavas with legacy of more than a decade enhances the confidence, trust and enthusiasm of its stakeholders. Aavas has worked diligently to integrate ethical analysis into defining its corporate culture with an aim to manage the affairs of the Company in a fair, ethical and transparent manner, which goes beyond the practices enshrined in the laws.

Your Company is in compliance with Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, Non-Banking Financial Company- Scale Based Regulation) Directions, 2023 (hereinafter “RBI Master Directions”) (including erstwhile regulations), the Companies Act, 2013 (hereinafter “the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (hereinafter “SEBI (LODR) Regulations, 2015” and all other applicable rules and regulations.

THE COMPANY’S CORPORATE GOVERNANCE PHILOSOPHY

Corporate governance is a set of rules, controls and policies put in place to ensure greater accuracy and transparency in management and control, ultimately building trust in the Company’s ability to maximize value for all stakeholders. It is not a mere compliance of laws, rules and regulations but a commitment to values, best management practices and adherence to the highest ethical principles in all its dealings to achieve the objects of the Company, enhance stakeholders value and discharge its social responsibility.

In the age of rapid evolution, where environmental and regulatory compliances are escalating, Corporate Governance has become more pervasive. Corporate Governance is viewed as both the structure and the relationship which determines corporate direction and performance.

The Company strongly believes that good Corporate Governance practices ensure ethical and efficient conduct of the affairs of the Company in a transparent manner and also helps in

maximising value for all the stakeholders. Good Corporate Governance practices help in building an environment of trust and confidence among all the constituents. The Company endeavours to uphold the principles and practices of Corporate Governance to ensure transparency, integrity and accountability in its functioning, which are vital to achieve its vision.

The Company is committed to focusing on long term value creation and protecting stakeholders’ interests by applying proper care, skill and diligence to business decisions. The Company has established systems, procedures and policies to ensure that its stakeholders are well informed and well equipped to discharge their overall responsibilities and provide the strategic direction catering to exigency of long-term stakeholders value.

Further, the Company’s approach to governance includes key focus areas such as:

- Constituting a qualified and diverse Board of Directors with deep domain expertise and strategic acumen;
- Maintaining alignment between business strategy and governance objectives;
- Ensuring clarity in role definitions, responsibilities, and performance metrics;
- Upholding the highest standards of ethics, compliance, and conduct;
- Mitigating risks through strong internal controls and enterprise risk management frameworks.



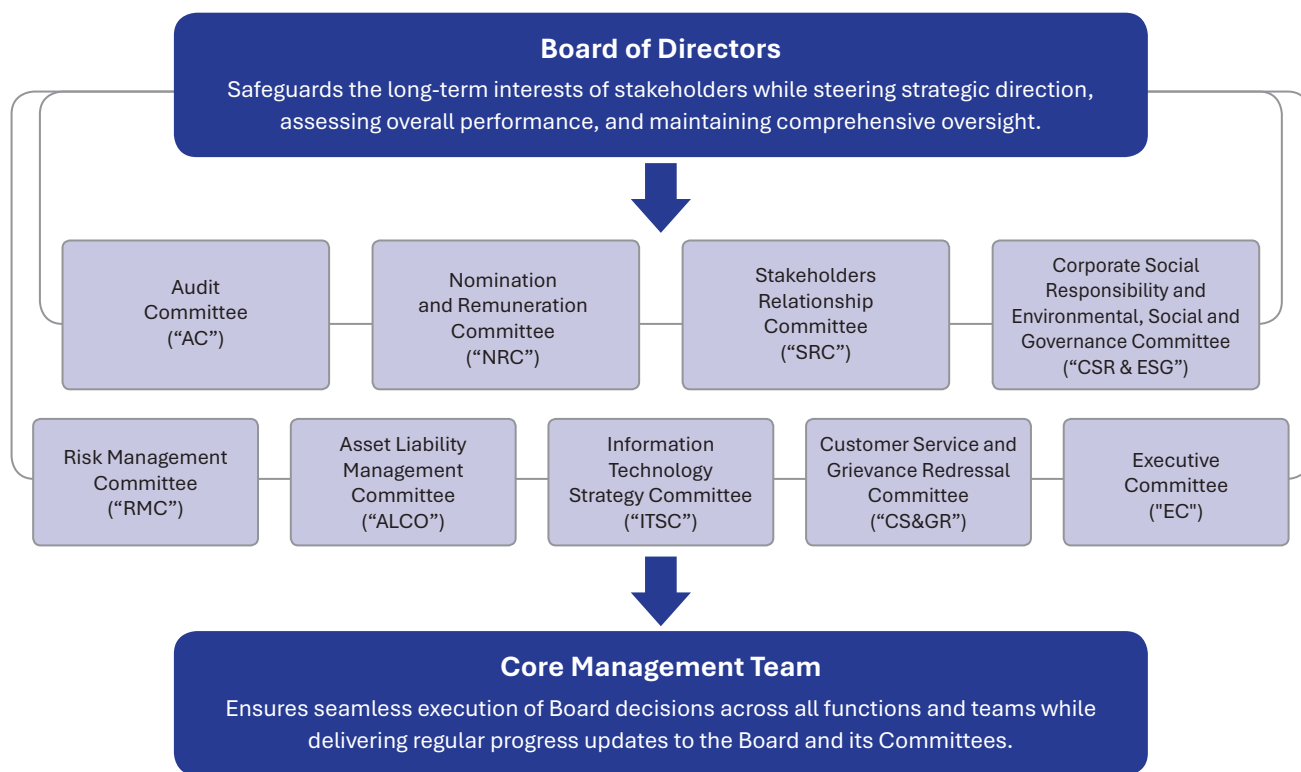
GOVERNANCE STRUCTURE AND DEFINED ROLES AND RESPONSIBILITIES

Corporate Governance has been a continuous journey and the business goals of the Company are aimed at the overall well-being and welfare of all the constituents of the system. Corporate Governance shows a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholder's aspirations and societal expectations. Good governance practices generate from the dynamic culture

and positive mindset of the organization. This is described in Shareholder returns, high credit ratings, governance processes and an entrepreneurial performance focused work environment.

Clear delineation of roles and responsibilities, fosters accountability, streamlines operation and ensures effective communication and decision-making within an organization. The Company duly acknowledges its fiduciary role and responsibility towards all of its stakeholders including Shareholders that strives hard to meet their expectations.

GOVERNANCE STRUCTURE



ETHICS/GOVERNANCE POLICIES

The Company has set high standards of ethical and responsible conduct of business to create value for all its stakeholders. For effective implementation of the Corporate Governance practices, the Company has well-defined policies inter-alia, consisting the following:

- | | |
|--|---|
| <ul style="list-style-type: none"> a) Code of Conduct for Board Members and the Senior Management Personnel b) Code for Prevention of Insider Trading in Company's Securities c) Whistle Blower Policy d) Corporate Social Responsibility Policy | <ul style="list-style-type: none"> e) Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions f) Policy for Determination and Disclosure of Material Event/ Information g) Policy for Preservation of Documents h) Internal Guidelines on Corporate Governance i) Prevention of Sexual Harassment Policy (Vishakha Policy) j) Policy on 'Know Your Customer' and 'Anti-Money Laundering Measures' k) Human Rights Policy l) Environmental Social and Governance Policy |
|--|---|

- m) Anti-Bribery Corruption Policy
- n) Equal Opportunity Policy
- o) Environmental and Social Policy

The Company regularly reviews and reinforces these policies which are crucial for maintaining a strong ethical foundation and fostering trust among stakeholders.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT ("BRSR")

In accordance with Regulation 34(2)(f) of the SEBI (LODR) Regulations, 2015, the top 1,000 listed companies based on market capitalization are required to include a Business Responsibility and Sustainability Report ("BRSR") in their Annual Reports. This BRSR report outlines the Company's initiatives from an Environmental, Social and Governance ("ESG") perspective.

Following SEBI Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, the top 250 listed entities are required to disclose ESG information under the BRSR Core Framework as part of their Annual Report.

As one of the top 500 listed entities, and in alignment with its commitment to strong Corporate Governance, the Company has voluntarily adopted the BRSR Core Framework for the Financial Year (FY) 2024-25, in addition to publishing the standard Annual BRSR as per regulatory guidelines. This framework helps to reinforce ESG principles throughout the Company's operations, guiding efforts towards responsible product development, operational efficiency, employee empowerment, and environmental stewardship in line with the expectations outlined in the BRSR.

The Company remains focused on strengthening its ESG performance year over year, continually enhancing its disclosures, systems and practices to create meaningful impact and align with evolving stakeholder expectations.

THE BOARD OF DIRECTORS

The Board of Directors ('Board') and its Committees play significant role in upholding and furthering the principles of good governance which translates into ethical business practices, transparency and accountability in creating long term stakeholder value.

Keeping up with the commitment to the principle of integrity and transparency in business operations for good Corporate Governance, the Company's policy is to have an appropriate blend of Independent and Non-Independent Directors to maintain the independence of the Board and to separate the Board functions of governance and management.

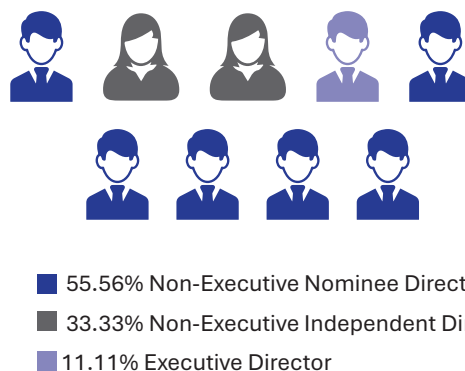
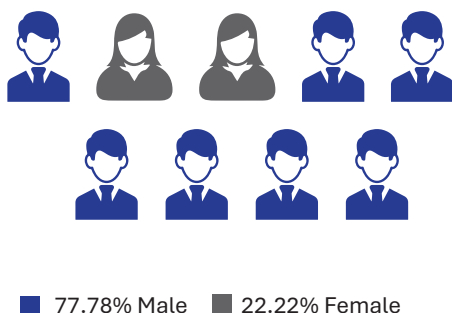
The responsibilities of the Board primarily include, formulation of overall strategy for the Company, reviewing major plan of actions, setting performance objectives, laying down the code of conduct for all members of the Board and Senior Management team, formulating policies, conducting performance review, monitoring due compliance with applicable laws, reviewing and approving the financial results, enhancing Corporate Governance practices and ensuring the best interest of the stakeholders, the community and environment.

The Board has constituted several Board sub-committees. The terms of reference of these Committees are governed by the regulations, business exigencies and such other matters warranting special and expert attention.

a) Size and Composition of Board of Directors

The Company's Board is constituted of highly experienced professionals from diverse backgrounds. The Board's constitution is in compliance with the Companies Act, 2013, SEBI (LODR) Regulations, 2015, RBI Master Directions and is in accordance with the highest standards of Corporate Governance, which ensures an appropriate mix of Executive, Non-Executive, Woman Director and Independent Director.

Board Composition as on March 31, 2025



As on the date of this report, the Board consists of 9 (Nine) Directors of whom 3 (Three) are Independent Directors (including the Chairperson and 2 (Two) Women Independent Directors), 5 (Five) are Non- Executive Nominee Directors and 1 (One) is Executive Director i.e. Managing Director and Chief Executive Officer ("CEO"). The Chairperson of the Company is a Non-Executive Independent Director.

None of the Directors are related to any other Director on the Board and Independent Directors are independent of the Management.

The Company has furnished to National Housing Bank ("NHB") the statement on change of Directors and a certificate from the Managing Director and Chief Executive Officer that fit and proper criteria in selection of the Directors has been followed. The Composition of the Board is in conformity with the Regulation 17(1) of the SEBI (LODR) Regulations, 2015.

The Composition of the Board of the Company as on March 31, 2025 is given below:

Name of Director	Designation and Category	DIN	No. & (%) of Equity shares Held *	No. of other Directorships **	No. of Committees***		Qualification/ Experience
					As Member	As Chairperson	
Mr. Sandeep Tandon	Chairperson Independent Director (Non- Executive)	00054553	-	12	3	1	Bachelor's and Master's in Electrical Engineering (More than 30 Years)
Mr. Sachinderpalsingh Jitendrasingh Bhinder	Managing Director and CEO (Executive)	08697657	1,040 (0.00%)	1	1	-	B.E. Chemical and MBA (Marketing & Finance) (More than 27 years)
Mrs. Kalpana Kaushik Mazumdar	Independent Director (Non- Executive)	01874130	7,608 (0.01%)	4	1	1	Chartered Accountant (More than 31 Years)
Mrs. Soumya Rajan	Independent Director (Non- Executive)	03579199	-	12	2	1	PG in Mathematics (More than 27 Years)
Mr. Ramachandra Kasargod Kamath [#]	Nominee Director (Non- Executive)	01715073	1,13,440 (0.14%)	6	3	2	Honorary Fellow of the Indian Institute of Banking and Finance, B.COM. (More than 34 Years)
Mr. Vivek Vig ^{##}	Nominee Director (Non- Executive)	01117418	4,00,000 (0.5%)	6	1	-	PG IIM (Bangalore) (More than 34 Years)
Mr. Nishant Sharma [#]	Promoter Nominee Director (Non- Executive)	03117012	-	7	2	1	Engineer and MBA (More than 20 Years)
Mr. Manas Tandon ^{##}	Promoter Nominee Director (Non- Executive)	05254602	-	3	1	-	Engineer and MBA (More than 25 Years)
Mr. Rahul Mehta [#]	Promoter Nominee Director (Non- Executive)	09485275	-	2	1	-	Chartered Accountant and B.Com (More than 10 Years)

*No Convertible instruments were issued to Non-Executive Directors as on March 31, 2025.

**Number of Other Directorships includes Directorships held in the Company itself, Public Limited Companies, Private Limited Companies, Section 8 Companies, but excludes Foreign Companies.

***For the computation of the Committee Membership and Chairpersonship for a Director, the Audit Committee and the Stakeholders Relationship Committee of Company itself and other Public Limited Companies have been considered.

[#]Mr. Nishant Sharma, Mr. Ramachandra Kasargod Kamath and Mr. Rahul Mehta are appointed on behalf of Lake District Holdings Limited and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF.

^{##}Mr. Manas Tandon and Mr. Vivek Vig are appointed on behalf of Partners Group ESCL Limited and Partners Group Private Equity (Master Fund), LLC.

b) Changes in Composition of Board

During the Financial Year 2024-25 the following changes have been occurred in the composition of the Board of Directors:

Name of the Director	Capacity	Nature of Change	Effective Date
Mr. Kartikeya Dhruv Kaji	Promoter Nominee Director (Non-Executive)	Resignation	May 21, 2024
Mr. Rahul Mehta	Promoter Nominee Director (Non-Executive)	Appointment	May 21, 2024

c) Board Diversity

The Company recognizes that a well – balanced and diverse Board is essential for effective governance and informed decision-making. Aavas has constituted a Board that reflects a wide spectrum of skills, experience, expertise and professional backgrounds to meet the strategic and operational needs of a dynamic financial services environment which includes Finance Management, Tax Regulatory Compliances, Business Strategy, Business Development, Resource Mobilization, Credit Control, Economics, Law, Business Management, Risk Management, Human Resources, Project Execution etc.

d) Core Skills/Expertise/Competencies

As required under Schedule V of SEBI (LODR) Regulations, 2015 the Board has identified the following list of core skills/expertise/ competencies required in the context of the Company's business which are available with the Board:

Matrix setting out the skills/ expertise/competence of the Board	1	2	3	4	5	6	7	8	9
Name of the Director	Mr. Sandeep Tandon	Mr. Sachinderpalsingh Jitendrasingh Bhinder	Mrs. Kalpana Kaushik Mazumdar	Mrs. Soumya Rajan	Mr. Ramachandra Kasargod Kamath	Mr. Vivek Vig	Mr. Nishant Sharma	Mr. Manas Tandon	Mr. Rahul Mehta
Designation	Independent Director and Chairperson	Managing Director and CEO	Independent Director	Independent Director	Non-Executive Nominee Director	Non-Executive Nominee Director	Non-Executive Promoter Nominee Director	Non-Executive Promoter Nominee Director	Non-Executive Promoter Nominee Director
Gender (Male/Female)	Male	Male	Female	Female	Male	Male	Male	Male	Male
Age (in years)	55	52	59	54	69	62	46	47	36
Resident/Non Resident	Resident	Resident	Resident	Resident	Resident	Resident	Resident	Resident	Resident
1 Technical Skills									
Accounting and Finance	-	√	√	√	√	√	√	√	√
Asset Liability Management and Risk Management	-	√	√	√	√	√	√	√	√
Legal and Compliance	-	√	√	√	√	-	-	-	√
Information Technology and Digital	√	√	-	-	√	√	√	√	√
Product and Sales Management	√	√	√	-	-	√	-	-	-
Strategic Development and Execution	√	√	√	√	√	√	√	√	√
2 Industry Experience									
Financial Services sector in India and potentially also Overseas	-	√	√	√	√	√	√	√	√
Housing Finance sector in India	-	√	-	-	√	√	√	√	√
Governance: Board Role/CEO/ Senior Management	√	√	√	√	√	√	√	√	√
Government relations (Policies and Processes)	-	√	-	-	√	√	-	-	-
3 Personal Attributes									
Active Contributor to the Board/ Committees	√	√	√	√	√	√	√	√	√
Innovative Thinker/Visionary	√	√	√	√	√	√	√	√	√
Philanthropic	-	√	√	√	-	√	√	-	-
Mentor	√	√	-	-	√	√	√	√	-

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, relevant experience, expertise, diversity and independence.

e) Directorship of Directors in other Listed entities as on March 31, 2025 are as follows:

Name of Director	DIN	Name of the Listed entity	Category (Executive or Non-Executive)
Mr. Sandeep Tandon	00054553	Syrma SGS Technology Limited	Executive Director & Chairperson
		360 One Wam Limited	Non - Executive Independent Director
Mr. Sachinderpalsingh Jitendrasingh Bhinder	08697657	-	-
Mrs. Kalpana Kaushik Mazumdar	01874130	-	-
Mrs. Soumya Rajan	03579199	Vishal Mega Mart Limited	Non – Executive Independent Director
Mr. Ramachandra Kasargod Kamath	01715073	Spandana Sphoorty Financial Limited	Non- Executive Nominee Director
Mr. Vivek Vig	01117418	-	-
Mr. Nishant Sharma	03117012	Vishal Mega Mart Limited	Non – Executive Non Independent Director
Mr. Manas Tandon	05254602	Vishal Mega Mart Limited	Non – Executive Non Independent Director
Mr. Rahul Mehta	09485275	-	-

None of the Directors hold directorship in more than 10 (Ten) public companies and serve as a Director in more than 7 (Seven) listed companies, across all their directorships held, including that in the Company. Further, none of the Directors of the Company is a Member of more than 10 (Ten) Committees or Chairperson of more than 5 (Five) Committees across all the public companies in which he/ she is a Director.

There are no material significant related party transactions made by the Company with its Promoters, Directors, Key Managerial Personnel or other Designated Persons and their relatives which may have a potential conflict with the interest of the Company at large.

BOARD MEETINGS

The dates of the Board Meetings are fixed well in advance and intimated to the Board members to enable them to plan their schedule accordingly. The agenda items are comprehensive and informative in nature to facilitate deliberations and appropriate decision making at the Board Meeting. Presentations are made to the Board on various functional and operational areas of the Company as well as on major projects and financial performance, etc.

The Board has complete access to all information available with the Company. All Board Meetings are governed by a structured agenda which is backed by comprehensive background information. Video conferencing facility is provided to facilitate Directors to participate in the meetings. The information pertaining to mandatory items as specified in the Act, SEBI (LODR) Regulations, 2015 and other applicable laws, along with other business issues, is

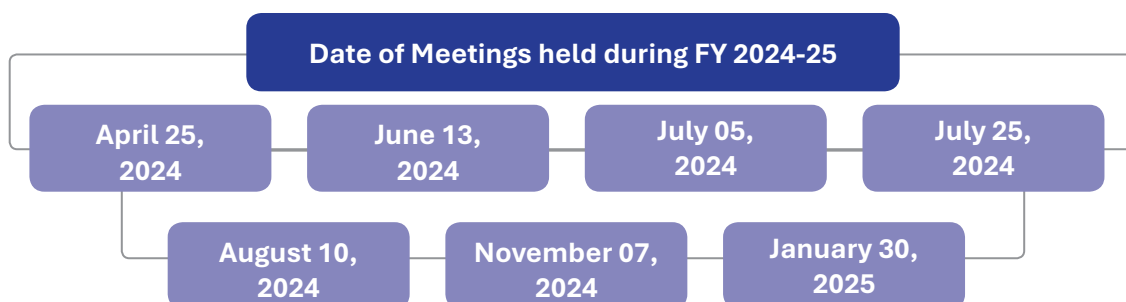
regularly provided to the Board of Directors as part of the agenda papers at least one week in advance of the Board Meetings (except for certain unpublished price sensitive information which is circulated at a shorter notice).

Senior management including the Chief Financial Officer ("CFO") are invited to attend the Board Meetings so as to provide additional inputs on the items being discussed by the Board of Directors. At the Board Meetings, Executive Director and Senior Management explain the Board members on various matters including the financial results and operational related issues etc.

Post meeting follow up procedure

The Company has an effective post board meeting follow up procedure. Action Taken Report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board of Directors. Additionally, the Board of Directors has established procedures to periodically review compliance report pertaining to all laws applicable to the Company as well as steps taken by the Company to rectify instances of non-compliance, if any.

The Board of Directors meets atleast once in every quarter to review the Quarterly Financial Results and other items of the agenda and if necessary, additional meetings are held as and when required. The intervening gap between the meetings was within the period prescribed under Regulation 17(2) of the SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and Secretarial Standard - 1 issued by Institute of Company Secretaries of India. The Board of Directors of the Company met 7 (Seven) times during the Financial Year 2024-25.



Attendance of Directors at the Board Meetings held during the Financial Year 2024-25 and at the last Annual General Meeting are as under:

Name of Director	Designation & Category	No. of Meetings entitled to attend	No. of Meetings Present							% of attendance	Attendance at the last AGM held on August 07, 2024
			April 25, 2024	June 13, 2024	July 05, 2024	July 25, 2024	August 10, 2024	November 07, 2024	January 30, 2025		
Mr. Sandeep Tandon	Chairperson Independent Director (Non-Executive)	7	√	√	x [#]	√	√	x [#]	√	71.43%	Yes
Mr. Sachinderpalsingh Jitendrasingh Bhinder	Managing Director and CEO (Executive Director)	7	√	√	√	√	√	√	√	100%	Yes
Mrs. Kalpana Kaushik Mazumdar	Independent Director (Non-Executive)	7	√	√	√	√	√	√	√	100%	Yes
Mrs. Soumya Rajan	Independent Director (Non- Executive)	7	√	√	√	√	√	√	√	100%	Yes
Mr. Ramachandra Kasargod Kamath	Nominee Director (Non- Executive)	7	√	√	√	√	√	√	√	100%	Yes
Mr. Vivek Vig	Nominee Director (Non- Executive)	7	√	√	√	√	√	√	√	100%	Yes
Mr. Nishant Sharma	Promoter Nominee Director (Non- Executive)	7	√	√	√	√	√	√	√	100%	Yes
Mr. Manas Tandon	Promoter Nominee Director (Non- Executive)	7	√	x [#]	√	√	√	√	x [#]	71.43%	Yes
Mr. Rahul Mehta*	Promoter Nominee Director (Non- Executive)	6	NA	√	√	x [#]	√	√	√	83.33%	Yes
Mr. Kartikeya Dhruv Kaji**	Promoter Nominee Director (Non- Executive)	1	√	NA	NA	NA	NA	NA	NA	100%	NA

*Appointed as an Additional Director w.e.f. May 21, 2024 and appointed as Promoter Nominee Director (Non-Executive) w.e.f. August 07, 2024.

**Resigned w.e.f. May 21, 2024.

[#]Leave of Absence was granted.

INDEPENDENT DIRECTORS

Independent Directors serve as the cornerstone of Corporate Governance, bringing an objective and impartial perspective to board deliberations. Their presence ensures that decision-making remains free from the dominance of any individual or special interest group, fostering a culture of open dialogue and constructive debate. By acting as guardians of shareholder and stakeholder interests, they play a pivotal role in mitigating conflicts of interest and upholding ethical standards.

The Company has received necessary declaration from all the Independent Directors under Section 149(7) of the Act and Regulation 25(8) of SEBI (LODR) Regulations, 2015 confirming that they meet the criteria of independence as laid down in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. The Company has also received from them, declaration of compliance of Rule 6(1) & (2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding online registration with the Indian Institute of Corporate Affairs, Manesar, for inclusion/ renewal of name in the data bank of Independent Directors.

With regard to integrity, expertise and experience (including the proficiency) of the Independent Directors, the Board of Directors has taken on record the declarations and confirmations submitted by the Independent Directors and is of the opinion that they are persons of integrity and possess relevant expertise and experience and their continued association as Director will be of immense benefit and in the best interest of the Company. None of the Independent Directors resigned during the Financial Year 2024-25.

a) Terms and Conditions of Appointment of Independent Directors

The terms and conditions of appointment of Independent Directors are available on the Company's website at <https://www.aavas.in/codes-and-policies>.

b) Fit & Proper Criteria

As per the provisions of the RBI Master Directions, the Company has formulated and adopted a Policy on Fit & Proper Criteria for the Directors. All the Directors of the Company have confirmed that they satisfy the fit and proper criteria as prescribed under Chapter XI of Master Direction – Reserve Bank of India (Non-Banking Financial Company-Scale Based Regulation) Directions, 2023, as amended from time to time, and that they are not disqualified from being appointed/re-appointed/continuing as Directors in terms of Section 164(2) of the Act.

c) Familiarization Programmes for the Independent Directors

The Company conducts familiarization programme for the Independent Directors to enable them to familiarize with the Company, its management and its operations so as to gain a clear understanding of their roles, rights and responsibilities for the purpose of contributing significantly

towards the growth of the Company. They are given full opportunity to interact with Senior Management Personnel and are provided with all the documents required and/or sought by them to have a good understanding of the Company, its business model and various operations and the industry of which it is a part.

The Company has adopted a structured orientation of Independent Directors at the time of their joining so as to familiarise them with the Company- its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.

The Company updates the members of Board of Directors on a continuing basis on any significant changes and provides them an insight to their expected roles and responsibilities so as to be in a position to take well-informed and timely decisions and contribute significantly to the Company. The programme is embedded in the regular meeting agenda where alongside the review of operations, information on the industry, competition and Company strategy are presented on a quarterly basis.

The initiatives undertaken by the Company in this respect have been disclosed on the website of the Company <https://www.aavas.in/img/pdf/details-of-familiarization-programme-imparted-to-independent-directors-imparted.pdf>

d) Selection and Appointment of Directors

The selection and appointment of directors play a crucial role in ensuring effective Corporate Governance and strategic leadership within a Company. The Board must comprise individuals with diverse skills, expertise, and experience to fulfill its primary responsibility of promoting the Company's interests while safeguarding the rights of shareholders and stakeholders.

The selection and appointment of Directors of the Company is carried out in accordance with provisions of the Act and relevant rules made thereunder, directions and guidelines issued by RBI, NHB, SEBI (LODR) Regulations, 2015 and as per the Nomination and Remuneration Policy, ensuring a structured and transparent selection process of the Company.

COMMITTEES OF THE BOARD OF DIRECTORS

Board Committees are established to enhance the effectiveness and efficiency of the Board, particularly in areas requiring specialized expertise and focused discussions. These Committees facilitate thorough examination of key issues, ensuring informed decision-making. By conducting in-depth reviews and preparing recommendations, they streamline the Board's deliberations and optimize its time for strategic oversight. Their formation is a cornerstone of strong Corporate Governance, enabling transparent, well-structured and accountable leadership.

The Board has constituted various Committees comprising of Directors and Senior Management Personnel (wherever

required) as its members to emphasis on specific areas and make informed decisions within the authority delegated to each of the Committees. The Committees operate as per the directions of the Board. The composition and terms of reference of these Committees are in compliance with the applicable provisions of the Companies Act, SEBI (LODR) Regulations, 2015, and the Master Directions issued by RBI. Each Committee of the Board is instructed by its charter, which defines the scope, powers and composition of the Committee. All decisions and

recommendations of the Committees were placed before the Board for information or approval.

The Board has accepted all the decisions and recommendations of the Committees during the Financial Year 2024-25. The composition and functioning of these Board Committees is in compliance with the applicable provisions of the Act, SEBI (LODR) Regulations, 2015 and RBI Master Directions.

Details of the Committees of the Board as on March 31, 2025 and other related information are as follows:

Board Committees			
Audit Committee		Nomination and Remuneration Committee	Stakeholders Relationship Committee
 Mrs. Kalpana Kaushik Mazumdar		 Mrs. Soumya Rajan	 Mr. Sandeep Tandon
 Mr. Sandeep Tandon		 Mr. Sandeep Tandon	 Mr. Sachinderpalsingh Jitendrasingh Bhinder
 Mrs. Soumya Rajan		 Mr. Nishant Sharma	 Mr. Vivek Vig
 Mr. Ramachandra Kasargod Kamath			 Mr. Rahul Mehta*
Corporate Social Responsibility and Environmental, Social and Governance Committee		Risk Management Committee	Asset Liability Management Committee
 Mr. Rahul Mehta*		 Mr. Manas Tandon	 Mr. Sachinderpalsingh Jitendrasingh Bhinder
 Mr. Kalpana Kaushik Mazumdar		 Mr. Ramachandra Kasargod Kamath	 Mr. Nishant Sharma
 Mr. Vivek Vig		 Mrs. Soumya Rajan	 Mr. Vivek Vig
 Mr. Sachinderpalsingh Jitendrasingh Bhinder			 Mr. Ghanshyam Rawat
			 Mr. Ashutosh Atre
			 Mr. Ripudaman Bandral
Information Technology Strategy Committee		Executive Committee	Customer Service and Grievance Redressal Committee
 Mr. Sandeep Tandon		 Mr. Nishant Sharma	 Mr. Sachinderpalsingh Jitendrasingh Bhinder
 Mr. Sachinderpalsingh Jitendrasingh Bhinder		 Mr. Ghanshyam Rawat	 Mr. Ghanshyam Rawat
 Mr. Rahul Mehta*		 Mr. Ashutosh Atre	 Mr. Surendra Kumar Sihag
<div>   Chairperson </div> <div>   Member </div>		 Mr. Manas Tandon	 Mr. Ashutosh Atre [#]

*appointed as the member of Stakeholders Relationship Committee, Information Technology Strategy Committee and Chairperson of Corporate Social Responsibility and Environmental, Social and Governance Committee w.e.f May 21, 2024.

[#]appointed as the member of Customer Service and Grievance Redressal Committee w.e.f January 30, 2025.

Please note:

- Mr. Kartikeya Dhruv Kaji ceased to be the member of Stakeholders Relationship Committee and Information Technology Strategy Committee and Chairperson of Corporate Social Responsibility & Environmental Social Governance Committee w.e.f. May 21, 2024.
- Mr. Rajeev Sinha ceased to be the member of Customer Service & Grievance Redressal Committee w.e.f. November 30, 2024.

AUDIT COMMITTEE

The Committee is governed by the regulatory requirements mandated by Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of SEBI (LODR) Regulations, 2015. The primary objective of the Committee is to monitor and provide an effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, with the highest level of transparency, integrity and quality of financial reporting. The Committee met 6 (Six) times during the Financial Year 2024-25.



The Company Secretary of the Company acts as the Secretary to the Committee.

At present, the Committee consists of 4 (Four) Directors as its Members, out of them 2/3rd are Independent Directors and all of them being Non-Executive Directors. The Committee is being chaired by an Independent Director. All the Members of the Committee are financially literate and majority of the Members including the Chairperson possess accounting or related financial management expertise.

The Board has accepted and implemented the recommendations of the Audit Committee, whenever provided by it.

The composition of the Committee and the details of attendance of the Members at the meeting of the Committee held during the Financial Year are as under:

Name of the Members	Category	Designation	No. of Meetings Attended					
			April 25, 2024	June 13, 2024	July 05, 2024	July 25, 2024	November 07, 2024	January 30, 2025
Mrs. Kalpana Kaushik Mazumdar	Independent Director (Non- Executive)	Chairperson & Member	√	√	√	√	√	√
Mr. Sandeep Tandon	Independent Director (Non- Executive)	Member	√	√	x [#]	√	√	√
Mrs. Soumya Rajan	Independent Director (Non- Executive)	Member	√	√	√	√	√	√
Mr. Ramachandra Kasargod Kamath	Nominee Director (Non- Executive)	Member	√	√	√	√	√	√

[#] Leave of absence was granted.

The Chief Financial Officer and Statutory Auditors attended the meetings as invitees.

The terms of reference of the Audit Committee inter-alia includes the following:

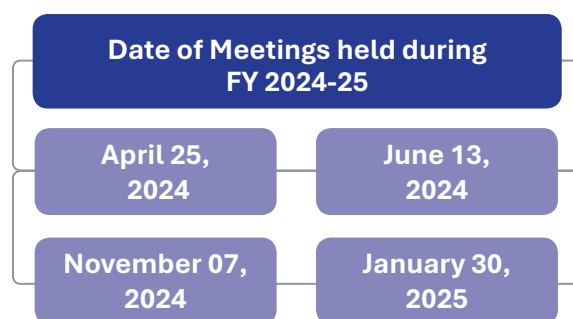
1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
4. Reviewing with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
 - b) Changes, if any, in accounting policies and practices and reasons for the same;
 - c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - d) Significant adjustments made in the Financial Statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to Financial Statements;
 - f) Disclosure of any related party transactions; and
 - g) Modified opinion(s) in the draft Audit Report.
5. Reviewing with the management, the Quarterly Financial Statements before submission to the Board for approval;
6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the Monitoring Agency monitoring the utilization of proceeds of public issue or rights issue or preferential issue or qualified institution placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Approval of any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of Internal Financial Controls and Risk Management Systems;
12. Reviewing with the management, performance of Statutory and Internal Auditors, adequacy of the Internal Control Systems;
13. Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audits;
14. Discussion with Internal Auditors of any significant findings and follow up thereon;
15. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the Board;
16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. Looking into the reasons for substantial defaults in the payment to Depositors, Debenture Holders, Shareholders (in case of non-payment of declared dividends) and creditors;
18. Reviewing the functioning of the Whistle Blower Mechanism;
19. Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Overseeing the vigil mechanism established by our Company and the Chairperson of Audit Committee shall directly hear grievances of victimization of Employees and Directors, who use vigil mechanism to report genuine concerns;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board of the Company or specified / provided under the Act or by the SEBI (LODR) Regulations, 2015 or by any other regulatory authority;

22. Reviewing the utilization of loans and/ or advances from/ investment by the holding Company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
 23. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc. on the Company and its Shareholders;
 24. To review management discussion and analysis of financial condition and results of operations;
 25. To review management letters / letters of internal control weaknesses issued by the statutory auditors;
 26. To review Internal Audit reports relating to internal control weaknesses;
 27. To review the appointment, removal and terms of remuneration of the Chief Internal Auditor;
 28. Statement of deviations in terms of the SEBI (LODR) Regulations, 2015:
 - a) Quarterly statement of deviation(s) including report of Monitoring Agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32 (1) of the SEBI (LODR), Regulations, 2015; and
 - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the SEBI (LODR) Regulations, 2015.
 29. Any other power as may be given under SEBI (LODR) Regulations, 2015, the Act, or other applicable regulations.
- Further, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information

it requires from any employee, obtain outside legal or other independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

NOMINATION AND REMUNERATION COMMITTEE

The Committee is governed by the regulatory requirements mandated by Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015. The Committee has primarily focused on review of initiatives related to talent acquisition and management, succession planning, employee engagement and employee compensation. The Committee met 4 (Four) times during the Financial Year 2024-25.



The Company Secretary of the Company acts as the Secretary to the Committee.

At present, the Committee consists of 3 (Three) Directors as its Members with 2 (Two) of them being Independent Directors. The Committee is being chaired by an Independent Director.

The Board has accepted and implemented the recommendations of the Nomination and Remuneration Committee, whenever provided by it. The Board has formed and approved a charter for the Nomination and Remuneration Committee setting out the roles, responsibilities and functioning of the Committee.

The composition of the Committee and details of participation of the Members at the Meetings of the Committee held during the Financial Year are as under:

Name of the Members	Category	Designation	No. of Meetings Attended			
			April 25, 2024	June 13, 2024	November 07, 2024	January 30, 2025
Mrs. Soumya Rajan	Independent Director (Non- Executive)	Chairperson & Member	√	√	√	√
Mr. Sandeep Tandon	Independent Director (Non- Executive)	Member	√	√	√	√
Mr. Nishant Sharma	Promoter Nominee Director (Non- Executive)	Member	√	√	√	√

The terms of reference of the Nomination and Remuneration Committee inter-alia includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of the Directors, KMP and other Employees;
2. For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
4. Devising a policy on diversity of Board of Directors;
5. Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board for their appointment and removal;
6. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
7. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management;
8. Performing such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including the following:
 - a) Administering the ESOP plans;
 - b) Determining the eligibility of Employees to participate under the ESOP plans;
 - c) Granting options to eligible Employees and determining the date of grant;
- d) Determining the number of options to be granted to an Employee;
- e) Determining the exercise price under the ESOP plans; and
- f) Construing and interpreting the ESOP plans and any agreements defining the rights and obligations of the Company and eligible Employees under the ESOP plans, and prescribing, amending and / or rescinding rules and regulations relating to the administration of the ESOP plans.
9. Framing suitable policies and systems to ensure that there is no violation by any Employee of any applicable law in India or overseas, including:
 - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, ("SEBI PIT Regulations");
 - b) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003; and
 - c) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended by the Nomination and Remuneration Committee.

Performance Evaluation of the Board, its Committees and Individual Directors, including Independent Directors

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors has devised an evaluation framework in line with the applicable provisions of the Act read with relevant rules made thereunder and SEBI (LODR) Regulations, 2015 and in compliance of guidance note issued by SEBI under Circular no. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated, January 05, 2017. The Company has laid down the process, format, attributes and criteria for performance evaluation of the Board, its Committees and the individual Board Members (including Independent Directors), to be carried out only by the Board of the Company.

The Performance Evaluation of the Board of the Company, its Committees and the individual Board members (including Independent Directors) for Financial Year 2024-25 has been carried out by the Board in accordance with the Evaluation Framework adopted by the Company.

The Performance Evaluation criteria for Independent Directors include effective deployment of knowledge and expertise, commitment to his/her role towards the Company and various stakeholders, willingness to devote time and efforts towards his/

her role, high ethical standards, adherence to applicable codes and policies, effective participation and application of objective independent judgement during meetings, etc.

To ease the evaluation process and to make it more efficient and productive, the Company uses Board Evaluation Platform “GOVEVA Board Evaluation”, which is a web-based module. The Directors can evaluate related group and provide ranking accordingly at one place in matrix-based form upon which automated report is generated which maintains complete confidentiality and anonymity.

The Board has expressed its satisfaction with the evaluation process.

Policy on Nomination & Remuneration for Directors, Key Managerial Personnel and Senior Management Personnel

The effectiveness of an organization in achieving strong performance and governance is closely tied to its ability to attract and retain high-calibre individuals for its Board, KMP, and Senior Management Personnel. The Company has structured their nomination and remuneration policies to ensure compliance with statutory requirements, promote meritocracy, and align compensation with both performance and prudent risk-taking. The Company has in place a remuneration policy which is guided by the principles and objectives as enumerated in Section 178 of

the Act, Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015 and RBI Master Directions.

The policy inter-alia, lays down the approach to diversity of the Board, the criteria for identifying the persons who are qualified to be appointed as Directors and such persons who may be appointed as Senior Management Personnel of the Company and also lays down the criteria for determining the remuneration of the Directors, KMP and the process of their evaluation.

The remuneration paid to the Directors is in line with the Remuneration Policy of the Company. The Remuneration Policy can be accessed on the website of the Company at <https://www.aavas.in/codes-and-policies>.

Remuneration paid to Directors

a) Non-Executive Directors

Equivalent Consolidated Remuneration is paid to Non-Executive Directors as profit linked commission on quarterly basis for attending the Committee and Board Meetings instead of paying sitting fees separately. The amount payable to the Non-Executive Directors is approved by the Board on the recommendation of Nomination & Remuneration Committee and is within the overall limits as approved by the Shareholders of the Company from time to time.

Details of the Remuneration paid to each Non- Executive Director during the Financial Year 2024-25 is set out in the below table:

(₹ in lakhs)

Name of the Director	Salary and Other Compensation	Remuneration		
		Stock Options	Commission	Sitting Fees
Mr. Sandeep Tandon	-	-	30.00	-
Mrs. Kalpana Kaushik Mazumdar	-	-	30.00	-
Mrs. Soumya Rajan	-	-	30.00	-
Mr. Ramachandra Kasargod Kamath	-	-	30.00	-
Mr. Vivek Vig	-	-	30.00	-
Mr. Nishant Sharma*	-	-	-	-
Mr. Manas Tandon*	-	-	-	-
Mr. Rahul Mehta*	-	-	-	-

*Mr. Nishant Sharma, Mr. Manas Tandon and Mr. Rahul Mehta being the Promoter Nominee Directors have not received any remuneration from the Company.

• All pecuniary relationship or transactions of the Non-Executive Directors with the Company

None of the Non-Executive Directors have any pecuniary relationship or transaction with the Company apart from receiving remuneration in the form of profit linked commission. During the Financial Year 2024-25, the Company did not advance any loans to any of its Directors.

- **Details of service contracts, notice period and severance fees**

Service contracts, notice period and severance fees are not applicable to Non-Executive and/or Independent Director.

- **Criteria of making payments to Non-Executive Directors**

The criteria for making payment to Non-Executive Directors including Independent Directors are prescribed in the Nomination and Remuneration Policy which is available on the website of the Company at <https://www.aavas.in/codes-and-policies>.

b) Executive Director

- **Details of fixed components and performance linked incentives along with the Performance Criteria:**

Mr. Sachinderpalsingh Jitendrasingh Bhinder is the Managing Director and Chief Executive Officer of the Company. His remuneration package comprises of salary, performance linked bonus and other benefits as approved by the Shareholders of the Company. The remuneration paid to him is governed by Employment Agreement executed between him and the Company.

Details of the remuneration paid to Mr. Bhinder during the Financial Year 2024-25 is as below:

(₹ in lakhs)

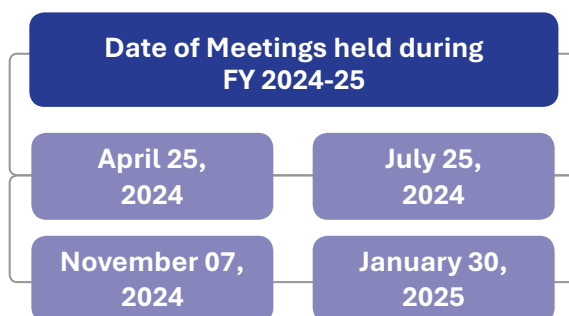
Particulars	Details
Fixed Salary	₹ 204.91
Variable Pay/performance linked bonus	₹ 127.33
Stock Options	(i) 5,256 options granted under PSOP-2023 on October 18, 2024 to be vested and exercised as per terms of PSOP-2023. (ii) 1,20,000 options granted under PSOP-2024 on January 30, 2025 to be vested and exercised as per the terms of PSOP-2024.
Others	Other benefits as per the terms of agreement and as approved by the Shareholders of the Company.

- **Details of service contracts, notice period and severance fees**

Service contract, notice period and severance fees are as per the Employment Agreement executed between him and the Company. The Current tenure of the Managing Director is valid till May 02, 2028 and tenure in the capacity of Chief Executive Officer is valid till Feb 01, 2028.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Committee is governed by the regulatory requirements mandated by Section 178 of the Companies Act, 2013 and Regulation 20 read with Part D of the Schedule II of the SEBI (LODR) Regulations, 2015. The Committee ensures cordial investor relations, oversees the mechanism for redressal of investors' grievances and specifically looks into various aspects of interest of Shareholders. The Committee specifically looks into redressing shareholders/ investors complaints/ grievances pertaining to share transfers/ transmission, non-receipts of Annual Reports, and other allied complaints. The Committee met 4 (Four) times during the Financial Year 2024-25.



The Company Secretary of the Company acts as the Secretary to the Committee.

At present, the Committee consists of four (4) Directors as its Members with one of them being an Independent Director. The Committee is being chaired by an Independent Director.

The composition of the Committee and details of participation of the Members at the Meetings of the Committee during the Financial Year are as under:

Name of the Members	Category	Designation	No. of Meetings Attended			
			April 25, 2024	July 25, 2024	November 07, 2024	January 30, 2025
Mr. Sandeep Tandon	Independent Director (Non-Executive)	Member & Chairperson	√	√	√	√
Mr. Sachinderpalsingh Jitendrasingh Bhinder	Managing Director and CEO (Executive)	Member	√	√	√	√
Mr. Vivek Vig	Nominee Director (Non- Executive)	Member	√	√	√	√
Mr. Kartikeya Dhruv Kaji*	Promoter Nominee Director (Non- Executive)	Member	√	NA	NA	NA
Mr. Rahul Mehta"	Promoter Nominee Director (Non- Executive)	Member	NA	x ^{##}	√	√

*ceased to be the Member of the Committee w.e.f. May 21, 2024.

"appointed as the Member of the Committee w.e.f May 21, 2024.

##leave of absence was granted.

The terms of reference of the Stakeholders Relationship Committee inter-alia includes the following:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of Annual Report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by Shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/Annual Reports/statutory notices by the Shareholders of the Company.
5. Resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants.

Name & Designation of Compliance Officer

The Board of Directors has appointed Mr. Saurabh Sharma, as the Company Secretary & Compliance Officer of the Company in terms of Regulation 6 of SEBI (LODR) Regulations, 2015 w.e.f January 31, 2025. Prior to this, Mr. Sharad Pathak was the Company Secretary & Compliance Officer of the Company upto January 30, 2025.

Details of Investor Complaints

Details of complaints received and resolved to the satisfaction of the Shareholders by the Company during Financial Year 2024-25 are given below:

Sr. No.	Nature of Complaints	Number of Complaints received during the period	Number of Complaints disposed off during the period	Number of Complaints remained unresolved	Number of complaints not solved to the satisfaction of the Shareholders
1	Non-Receipt of Dividend/Interest/ Redemption Warrant	-	-	-	-
2	Non-Receipt of Annual Report	-	-	-	-
3	Non-receipt of Refund/Credit of Shares-IPO	-	-	-	-
4	SEBI-SCORES	-	-	-	-
5	Requirement of statutory documents, records and Statutory Registers	-	-	-	-
Total		-	-	-	-

Arbitration Mechanism (ODR Mechanism)

SEBI has vide Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/ CIR/2023/195 dated July 31, 2023 (updated as on December 20, 2023) amended from time to time, established a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. This information along with SEBI circular is available on the website of the Company at <https://smartodr.in/login> for the Shareholders' information and reference.

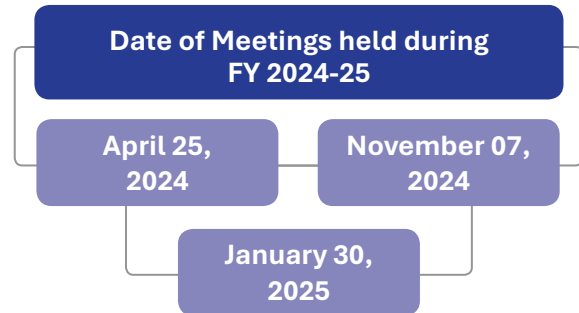
SCORES (SEBI COMPLAINTS REDRESSAL SYSTEM)

The Company has made continuous efforts to ensure that grievances are more expeditiously redressed. SEBI Complaints Redress System ("SCORES") administers a centralised web-based complaints redress system. It enables investors to lodge and follow up complaints and track the status of online redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time.

CORPORATE SOCIAL RESPONSIBILITY ("CSR") AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") COMMITTEE

The Committee is governed by the regulatory requirements mandated by Section 135 of the Companies Act, 2013. The

Committee ensures to formulate and recommend to the Board, a Corporate Social Responsibility & ESG Policy and an Annual Action Plan. It also monitors the CSR and ESG Policy from time to time, mechanism for implementation of the CSR and ESG projects /programmes/ activities undertaken by the Company. The Committee met 3 (Three) times during the Financial Year 2024-25.



The Company Secretary of the Company acts as the Secretary to the Committee.

At present, the Committee comprises of 4 (Four) Directors as its Members including one of them being an Independent Director. The Committee is being chaired by Non-Independent Director.

The composition of the Committee and details of participation of the Members at the Meetings of the Committee during the Financial Year are as under:

Name of the Members	Category	Designation	No. of Meetings Attended		
			April 25, 2024	November 07, 2024	January 30, 2025
Mr. Kartikeya Dhruv Kaji*	Promoter Nominee Director (Non- Executive)	Chairperson & Member	√	NA	NA
Mr. Rahul Mehta [#]	Promoter Nominee Director (Non- Executive)	Chairperson & Member	NA	√	√
Mrs. Kalpana Kaushik Mazumdar	Independent Director (Non- Executive)	Member	√	√	√
Mr. Vivek Vig	Nominee Director (Non- Executive)	Member	√	√	√
Mr. Sachinderpalsingh Jitendrasingh Bhinder	Managing Director and CEO (Executive)	Member	√	√	√

* ceased to be the Member and Chairperson of the Committee w.e.f. May 21, 2024.

[#]appointed as Member and Chairperson of the Committee w.e.f. May 21, 2024.

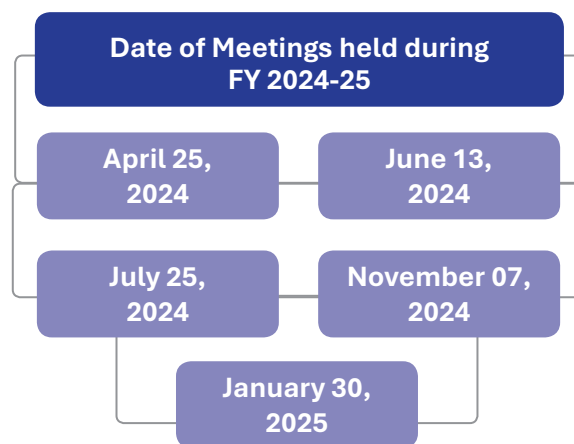
The terms of reference of the Corporate Social Responsibility and Environmental, Social and Governance Committee inter-alia includes the following:

1. To formulate and recommend to the Board, CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII;
2. To recommend the amount of expenditure to be incurred on the CSR activities to be undertaken;
3. To monitor the CSR Policy of the Company from time to time;
4. Formulate and recommend to the Board, annual action plan of CSR Activities of the Company;
5. Approve the projects; recommend the amount to be spent, set project selection guidelines and monitor implementation to ensure that spending is undertaken in accordance with this Policy;
6. Monitoring Progress: To monitor the impact of the ESG Policy on an annual basis through the BRSR Report as well as the Sustainability Report, which will be published every year. In case of any deviation from planned progress, identify root cause, and provide remedy to same;
7. ESG Risk Monitoring: To identify, assess and manage environment and social risks & opportunities and their associated impacts across its operations and value chains using the principles of materiality, and ensuring that such practices are integrated in business strategies with allocation of appropriate resources;
8. ESG Roadmap & Targets: To (a) set the ESG roadmap of the Company with short-term and long-term ESG targets for continual improvement of Company's ESG performance, (b) define pertinent E, S and G-related KPIs, (c) to evaluate the performance against each KPIs and (d) report the progress periodically to internal and external stakeholders; and
9. Review & Amendment: To review the ESG Policy of the Company annually or as and when required and to also amend or modify this Policy in whole or in part as and

when significant changes occur, to reflect the national & global best practices, latest policy/ regulatory directions/ guidelines issued by the Government of India (GoI), RBI, NHB, SEBI and any other statutory/ regulatory authority as applicable for the Company.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee of the Company has been constituted in terms of the provisions of Regulation 21 read with Part D of the Schedule II of SEBI (LODR) Regulations, 2015 and other applicable guidelines. The Risk Management Committee identifies the risks that can create an impact on the Company and to take appropriate measures to mitigate such risks for assisting the Board to establish a risk culture and risk governance framework in the organization. The Committee met 5 (Five) times during the Financial Year 2024-25.



The Company Secretary of the Company acts as the Secretary to the Committee.

The Board of Directors shall define the role and responsibility of the Committee and may delegate monitoring and reviewing of the risk management plan to the Committee and such other functions as it may deem fit.

At present, Committee consists of 3 (Three) Directors as its Members including one Independent Director. The Committee is being chaired by Non-Executive Director.

The composition of the Committee and details of participation of the Members at the Meetings of the Committee during the Financial Year are as under:

Name of the Members	Category	Designation	No. of Meetings Attended				
			April 25, 2024	June 13, 2024	July 25, 2024	November 07, 2024	January 30, 2025
Mr. Manas Tandon	Promoter Nominee Director (Non- Executive)	Chairperson & Member	√	x [#]	√	√	√
Mr. Ramachandra Kasargod Kamath	Nominee Director (Non- Executive)	Member	√	√	√	√	√
Mrs. Soumya Rajan	Independent Director (Non- Executive)	Member	√	√	√	√	√

#leave of absence was granted.

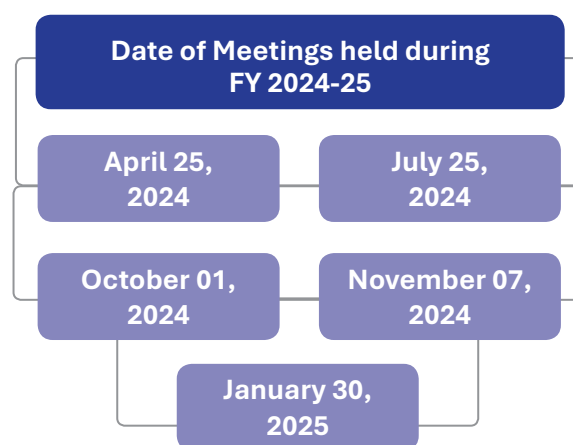
The terms of reference of the Risk Management Committee inter-alia include the following:

1. To formulate a detailed Risk Management Policy which shall include:
 - a) Framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks;
 - c) Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
5. To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken;
6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
7. Reporting results of risk and credit monitoring to the Board;
8. Reviewing and approving various credit proposals in terms of credit and risk management policies approved by the Board;
9. Establishing policies, practices and other control mechanism to manage risks; and

10. Reviewing and monitoring the effectiveness and application of credit risk management policies, related standards and procedures and to control the environment with respect to credit decisions.

ASSET LIABILITY MANAGEMENT COMMITTEE

The Asset Liability Management Committee of the Company has been constituted in terms of guidelines issued by the National Housing Board vide circular NHB/ND/DRS/Pol-No. 35/2010-11 dated October 11, 2010. The Committee met 5 (Five) times during the Financial Year 2024-25.



The Company Secretary of the Company acts as the Secretary to the Committee.

The Committee consists of 6 (Six) Members. The Committee is being chaired by the Managing Director & CEO of the Company.

The Committee is responsible for overseeing the management of assets and liabilities to ensure that the Company is earning adequate returns and keeping a watch on the asset liability gaps, if any. Asset Liability Management Committee lays down policies and quantitative limits relating to assets and liabilities, based on an assessment of the various risks involved in managing them.

The composition of the Committee and details of participation of the Members at the Meetings of the Committee during the Financial Year are as under:

Name of the Members	Category	Designation	No. of Meetings Attended				
			April 25, 2024	July 25, 2024	October 01, 2024	November 07, 2024	January 30, 2025
Mr. Sachinderpalsingh Jitendrasingh Bhinder	Managing Director and CEO (Executive)	Chairperson & Member	√	√	√	√	√
Mr. Nishant Sharma	Nominee Director (Non- Executive)	Member	√	√	√	√	√
Mr. Vivek Vig	Nominee Director (Non- Executive)	Member	√	√	x [#]	√	√

Name of the Members	Category	Designation	No. of Meetings Attended				
			April 25, 2024	July 25, 2024	October 01, 2024	November 07, 2024	January 30, 2025
Mr. Ghanshyam Rawat	President and Chief Financial Officer	Member	√	√	√	√	√
Mr. Ashutosh Atre	President and Chief Risk Officer	Member	√	√	√	√	√
Mr. Ripudaman Bandal	Chief Credit Officer	Member	√	√	√	√	√

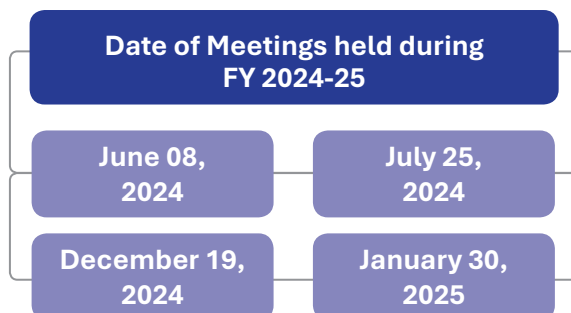
[#]leave of absence was granted.

The scope of the Asset Liability Management Committee inter-alia includes the following:

1. Liquidity risk management
2. Management of market risks
3. Trading risk management
4. Funding and capital resource planning to review the effectiveness of the Asset Liability Management control
5. Profit planning and growth projection

INFORMATION TECHNOLOGY STRATEGY COMMITTEE

The constitution of Information Technology Strategy Committee of the Company is as per the RBI Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices dated November 07, 2023. The Committee met 4 (Four) times during the Financial Year 2024-25.



The Company Secretary of the Company acts as the Secretary to the Committee.

The Committee consists of 4 (Four) Members. The Committee is being chaired by an Independent Director of the Company.

The composition of the Committee and details of participation of the Members at the Meetings of the Committee during the Financial Year are as under:

Name of the Members	Category	Designation	No. of Meetings Attended			
			June 08, 2024	July 25, 2024	December 19, 2024	January 30, 2025
Mr. Sandeep Tandon	Independent Director (Non-Executive)	Chairperson & Member	√	√	√	√
Mr. Sachinderpalsingh Jitendrasingh Bhinder	Managing Director and CEO (Executive)	Member	√	√	√	√
Mr. Rahul Mehta*	Promoter Nominee Director (Non- Executive)	Member	√	x [#]	x [#]	√
Mr. Kartikeya Dhruv Kaji**	Promoter Nominee Director (Non- Executive)	Member	NA	NA	NA	NA

*appointed as a Member of the Committee w.e.f. May 21, 2024.

**ceased to be Member of the Committee w.e.f. May 21, 2024.

[#]leave of absence was granted.

The terms of reference of the Information Technology (IT) Strategy Committee inter-alia include the following:

1. Providing input to other Board Committees and Senior Management;
2. Carrying out review and amending the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance;
3. Approving IT strategy and policy documents and ensuring that the management has put an effective strategic planning process in place;
4. Ascertaining that management has implemented processes and practices that ensure that the IT delivers value to the business;
5. Ensuring IT investments represent a balance of risks and benefits and that budgets are acceptable;
6. Monitoring the method that management uses to determine the IT resources needed to achieve strategic goals and provide high-level direction for sourcing and use of IT resources;
7. Ensuring proper balance of IT investments for sustaining HFC's growth and becoming aware about exposure towards IT risks and controls;
8. Ensure to put an effective IT strategic planning process;
9. Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of accomplishment of business objectives;
10. Satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, and has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the organisation;
11. Processes for assessing and managing IT and cybersecurity risks;
12. Budgetary allocations for the IT function (including for IT security), cyber security is commensurate with the IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives;
13. Review, at least on an annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company; and

14. The assessment of IT capacity requirements and measures taken to address the issues shall be reviewed by the ITSC.

EXECUTIVE COMMITTEE

The Board of Directors has constituted the Executive Committee. It serves as a central decision-making and oversight body responsible for shaping the organization's strategic direction, policies, and operations.

The purpose of the Committee is to advise the Board of Directors in matters related to loans, borrowings and investment and to approve the financing options available to Company to meet its fund requirements within the limits approved by the Board of Directors and Shareholders of the Company from time to time. Besides this, the Committee also reviews the conduct of business and operations to consider new products and parameters and suggests business reorientation.

The composition of the Committee is as follows:

Name of the Members	Category	Designation
Mr. Nishant Sharma	Promoter Nominee Director (Non-Executive)	Chairperson
Mr. Sachinderpalsingh Jitendrasingh Bhinder	Managing Director and Chief Executive Officer (Executive)	Member
Mr. Ghanshyam Rawat	President and Chief Financial Officer	Member
Mr. Ashutosh Atre	President and Chief Risk Officer	Member
Mr. Manas Tandon	Promoter Nominee Director (Non-Executive)	Member

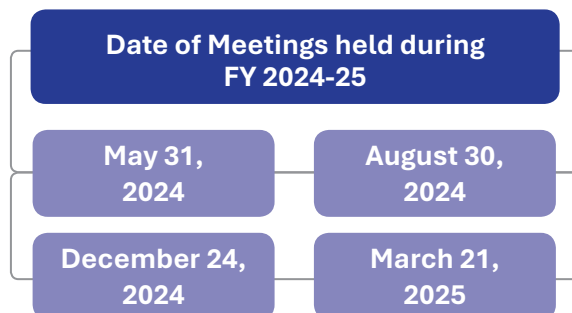
The Company Secretary of the Company acts as Secretary to the Committee.

The Committee consists of 5 (Five) Members. The Committee is being chaired by Non-Executive Director of the Company.

During the period under review total 35 (Thirty five) Executive Committee Meetings were held on dated April 03, 2024; April 20, 2024; May 21, 2024; May 25, 2024; May 30, 2024; June 22, 2024; June 25, 2024; July 30, 2024; August 04, 2024; August 06, 2024; August 22, 2024; August 24, 2024; August 27, 2024; September 16, 2024; September 18, 2024; September 19, 2024; October 09, 2024; October 18, 2024; October 24, 2024; October 30, 2024; November 21, 2024; November 25, 2024; November 28, 2024; December 20, 2024; December 24, 2024; December 26, 2024; January 07, 2025; January 18, 2025; January 24, 2025; January 30, 2025; February 07, 2025; February 20, 2025, March 07, 2025, March 21, 2025 and March 25, 2025.

CUSTOMER SERVICE AND GRIEVANCE REDRESSAL COMMITTEE

The Customer Service and Grievance Redressal Committee of the Company has been constituted mainly for protecting the interest of customers of the Company. It ensures constant evaluation of the feedback on quality of Customer Services and Redressal provided to the customers, considering unresolved complaints/ grievance referred to it by Functional Heads. The Committee met 4 (Four) times during the Financial Year 2024-25.



The Company Secretary of the Company acts as the Secretary to the Committee.

The Committee consists of 4 (Four) Members. The Committee is chaired by the Managing Director & CEO of the Company.

The Composition of the Committee and details of participation of the Members at the Meetings of the Committee during the Financial Year are as under:

Name of the Members	Category	Designation	No. of Meetings Attended			
			May 31, 2024	August 30, 2024	December 24, 2024	March 21, 2025
Mr. Sachinderpalsingh Jitendrasingh Bhinder	Managing Director and CEO	Chairperson	√	√	√	√
Mr. Ghanshyam Rawat	President and Chief Financial Officer	Member	√	√	√	√
Mr. Rajeev Sinha*	Executive- VP Operations	Member	√	√	NA	NA
Mr. Surendra Kumar Sihag	Chief Collection Officer	Member	√	√	√	√
Mr. Ashutosh Atre**	President and Chief Risk Officer	Member	NA	NA	NA	√

*ceased to be the Member of the Committee w.e.f. November 30, 2024.

**appointed as a Member of the Committee w.e.f. January 30, 2025.

SEPERATE MEETING OF INDEPENDENT DIRECTORS

Independent Directors of the Company met separately on March 05, 2025, without the presence of Non-Independent Directors and members of Management. In accordance with the Regulation 25(3) of SEBI (LODR) Regulations, 2015, read with Section 149 (8) and Schedule-IV of the Act, following matters were, inter alia, reviewed and discussed in the meeting:

- Performance of Non-Independent Directors and the Board of Directors as a whole;
- Performance of the Chairman of the Company taking into consideration the views of Executive and Non-Executive Directors;
- Assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

EMPLOYEE STOCK OPTION SCHEME

The disclosure as required under Regulation 14 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, is mentioned in the Director's Report.

Loans and Advances in the nature of loans to firms/companies in which Directors are Interested: Nil

POLICIES AND CODES

The Company is dedicated to uphold the highest standards of ethical, moral, and legal conduct in its business operations. Policies serve as statements of intent and are implemented through structured procedures and protocols. These guiding principles forms the foundation for responsible decision-making and ensure alignment with applicable laws, regulations, and best practices. Every policy and code is crafted to reflect the Company's unwavering commitment to integrity, transparency, and accountability across all its operations.

In adherence to Chapter II (Principles governing disclosures and obligations of listed entities) of SEBI (LODR) Regulations, 2015, RBI Master Directions, and other relevant guidelines, as well as its commitment to Corporate Governance and an effective internal control system, the Company has adopted several codes, policies, and guidelines, including the following:

a) Internal Guidelines on Corporate Governance

The Company has established and implemented the Internal Guidelines on Corporate Governance in line with the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. These guidelines define the Company's governance framework and outline its legal, contractual, and social responsibilities toward various stakeholders.

Framed in compliance with the Act, SEBI (LODR) Regulations, 2015, RBI Master Directions and other relevant rules and regulations, this policy undergoes periodic review by the Board. As regulations evolve and best practices emerge, these reviews ensure continuous enhancement of the Company's governance standards.

The Internal Guidelines on Corporate Governance is available on the website of the Company at <https://www.aavas.in/codes-and-policies>.

b) Policy on Know Your Customer ("KYC") Norms and Anti Money Laundering ("AML") Measures ("KYC & AML Policy")

The Company has developed and adopted KYC and AML Policy in compliance with KYC norms and AML measures issued by the RBI, the Prevention of Money Laundering Act, 2002 and the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 made thereunder. This policy is to prevent the Company from being used, intentionally or unintentionally, by criminal elements for money laundering or terrorist financing activities.

This policy is periodically reviewed by the Board. These reviews ensure continuous enhancement of governance standards, adapting to evolving regulations and best practices.

The Policy on KYC Norms and AML Measures ("KYC & AML Policy") are available on the website of the Company at <https://www.aavas.in/codes-and-policies>.

c) Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions

In compliance with Regulation 23 of SEBI (LODR) Regulations, 2015, the Company has established a policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions. All transactions with related parties during the Financial Year were conducted in the ordinary course of business and on an arm's length basis.

An 'Arm's Length Transaction' refers to a transaction between related parties conducted as if they were unrelated, ensuring no conflict of interest, as defined in explanation (b) to Section 188(1) of the Act. The Board shall review this policy at least once every three years or at intervals deemed appropriate, in line with applicable laws.

There were no materially significant transactions with related parties during the Financial Year which conflicted with the interest of the Company. All necessary disclosures, as required by applicable Accounting Standards, have been incorporated into the notes to the Financial Statements. The details of related party transactions, if any, are periodically presented to the Audit Committee.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is available on the website of Company at <https://www.aavas.in/codes-and-policies>.

d) Code of Conduct for the Board and the Senior Management Personnel

In line with SEBI (LODR) Regulations, 2015 and as part of its commitment to establish a strong Corporate Governance framework, the Board has adopted a comprehensive 'Code of Conduct for the Board and Senior Management Personnel.' This Code applies to all Directors, including Non-Executive and Independent Directors, as well as Senior Management Personnel of the Company.

Designed to provide clear guidance, the Code ensures that Directors and Senior Management conduct business with integrity, adhering to ethical principles and full compliance with applicable laws, rules, and regulations. Its objective is to reinforce ethical behaviour while fostering a culture of honesty, transparency, and accountability across the organization.

Pursuant to Part D of Schedule V of the SEBI (LODR) Regulations, 2015 the Managing Director and CEO have submitted a declaration confirming compliance with the Code of Conduct by all Directors and Senior Management

Personnel for the Financial Year ended March 31, 2025. This declaration is appended as 'Annexure A' to this Report.

The Code of Conduct for the Board and the Senior Management Personnel is available on the website of the Company at web <https://www.aavas.in/codes-and-policies>.

e) Policy for Determining Material Subsidiaries

In accordance with the provisions of SEBI (LODR) Regulations, 2015 the Board has implemented a 'Policy for Determining Material Subsidiaries,' which outlines the parameters for identifying a subsidiary as a 'Material Subsidiary.'

The following 'Authorized KMPs' of the Company have been individually empowered to determine the Materiality of an Event or Information:

- Managing Director & Chief Executive Officer
- President & Chief Financial Officer
- President & Chief Risk Officer
- Company Secretary & Compliance Officer

The Policy for Determining Material Subsidiary is available on the website of the Company at <https://www.aavas.in/codes-and-policies>.

Material Subsidiary:

'Material subsidiary' shall mean a subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.

The Company does not have any Material Subsidiary as on March 31, 2025 in terms of SEBI (LODR) Regulations, 2015.

f) Information Technology Related Policies

The Reserve Bank of India (RBI) introduced directions on outsourcing of IT services under the 'Reserve Bank of India (Outsourcing of Information Technology Services) Directions, 2023.' Furthermore, the RBI issued the 'Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices' on November 7, 2023, which came into effect on April 1, 2024.

These updated guidelines consolidate and refine previous instructions on IT governance, risk management, controls, assurance practices, and business continuity/disaster recovery management that were separately prescribed for Banks and NBFCs. In alignment with these RBI directives,

the Company has established and implemented the necessary IT policies to ensure compliance.

g) Policy on "Valuation of Properties and Empanelment of Valuers"

In accordance with the RBI Master Directions, the Company is required to establish a system, procedure, and policy for the valuation of properties and the appointment of valuers.

In line with these requirements, the Board has adopted the 'Policy on Valuation of Properties and Empanelment of Valuers,' ensuring a structured and compliant approach to property valuation and valuer selection.

h) Whistle Blower Policy / Vigil Mechanism

In compliance with Sub-Section 9 of Section 177 of the Act, read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 22 of SEBI (LODR) Regulations, 2015 every listed Company, as well as companies accepting public deposits or those with borrowings exceeding fifty crore rupees from banks and financial institutions, is required to establish a Whistle Blower Policy/Vigil Mechanism. This mechanism enables Directors and Employees to report genuine concerns or grievances related to unethical behaviour, actual or suspected fraud, or violations of the Company's Code of Conduct.

The primary objective of this Policy is to uphold the highest standards of ethical, moral, and legal business conduct. To maintain these standards, the Company encourages Employees to report suspected misconduct without fear of retaliation, punishment or unfair treatment.

The Company is committed to conduct its business with the utmost professionalism, honesty, integrity and transparency. A culture of accountability ensures that Directors and Employees can safely raise concerns about any wrongful conduct. In adherence to the Act and SEBI (LODR) Regulations, 2015, the Board has approved the Vigil Mechanism/Whistle Blower Policy, which provides a secure and structured framework for responsible whistleblowing. This policy safeguards Directors and Employees who raise concerns about serious irregularities within the Company and facilitates proper governance through a defined mechanism for reporting complaints and grievances. The Audit Committee oversees the Vigil Mechanism, ensuring its effective implementation, and no personnel have been denied access to the Chairperson of the Audit Committee.

The Policy for Whistle Blower Policy / Vigil Mechanism is available on the website of the Company at <https://www.aavas.in/codes-and-policies>.

i) Policy for Determination of Materiality of Events and Information

In accordance with the provisions of SEBI (LODR) Regulations, 2015 the Board has adopted the 'Policy for Determination of Materiality of Events and Information.' This policy establishes guidelines for assessing the materiality of events and information to ensure timely disclosures to the Stock Exchanges. It also designates specific officers of the Company who are authorized to determine materiality and oversee the disclosure process.

The Policy for Determination of Materiality of Events and Information is available on the website of the Company at <https://www.aavas.in/codes-and-policies>.

j) Corporate Social Responsibility ("CSR") Policy

In accordance with Section 135 of the Act, the Board has adopted the 'CSR Policy' to advance the Company's objective of creating value within the society and community it serves. Through its services, conduct, and initiatives, the Company strives to promote sustained social and economic growth, reinforcing its commitment as a socially responsible corporate citizen.

Any unspent CSR amount shall be treated in compliance with Section 135(6) of the Act.

The CSR Policy reflects the Company's philosophy of corporate responsibility and outlines key initiatives undertaken in areas such as skill development, rural development, women empowerment, environmental protection, and healthcare. It defines the scope of CSR activities, as well as the roles and responsibilities of the Board and the CSR Committee in implementing and monitoring the identified projects.

The Corporate Social Responsibility Policy is available on the website of the Company at <https://www.aavas.in/codes-and-policies>.

k) Code of Conduct for Prohibition of Insider Trading ("PIT") and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI")

In compliance with the SEBI PIT Regulations, as amended from time to time, the Company has established a 'Code of Conduct – Prevention of Insider Trading.' This Code strictly prohibits Insiders from trading in the Company's shares while in possession of unpublished price-sensitive information. Additionally, it ensures uniform dissemination of such information to uphold transparency and regulatory compliance.

The Board adopted a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which is available on the website of the Company at <https://www.aavas.in/codes-and-policies>.

l) Code for Independent Directors

In accordance with Section 149 and Schedule IV of the Act, the Company has adopted a Code for Independent Directors to ensure the effective discharge of their responsibilities in a professional manner.

This Code serves as a guiding framework for the professional conduct of Independent Directors. By adhering to these standards and fulfilling their roles with integrity and diligence, Independent Directors strengthen confidence among the investment community, particularly minority shareholders, regulators, and other stakeholders.

The Code outlines the principles of professional conduct, defines the roles, functions, and duties of Independent Directors, and establishes a process for performance evaluation. It is designed to uphold transparency, accountability, and trust in the institution of Independent Directors.

m) Prevention of Sexual Harassment Policy, and information required to be disclosed under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to foster a work environment where every Employee is treated with dignity and respect. To uphold this commitment, the Company has established & implemented a comprehensive framework for the prevention of sexual harassment against women and redressal of complaints thereto and has also constituted Internal Complaints Committee, fully aligned with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act").

To promote awareness, the Company educates Employees about its Sexual Harassment Policy through posters, regular mailers, and online training, which forms an integral part of the induction process.

In compliance with the Act, the details of total complaints received and disposed off related to incidents are as follows:

Number of complaints pending as on start of the Financial Year.	0
Number of complaints filed during the Financial Year	1
Number of complaints disposed of during the Financial Year	1
Number of complaints pending as on end of the Financial Year.	0

n) Dividend Distribution Policy

In terms of Provisions of Regulation 43A of SEBI (LODR) Regulations, 2015.

The Company has in place Dividend Distribution Policy, duly approved by the Board of Directors. The Dividend Distribution Policy is available on the website of the Company and can be accessed at <https://www.aavas.in/img/pdf/dividend-distribution-policy.pdf>.

o) Particulars of Senior Management including the changes therein since the close of the previous Financial Year

In alignment with the principles of Corporate Governance, our Senior Management demonstrates an unwavering commitment to transparency, integrity, and strategic foresight. With a sharp focus on stakeholder value creation and prudent risk management, our distinguished leaders navigate the evolving business landscape with confidence and vision.

Anchored in a culture of accountability and ethical leadership, they foster trust and confidence among investors, employees, and the broader community.

The list of the Senior Management team, including those classified as Senior Management Personnel under SEBI (LODR) Regulations, 2015 as of March 31, 2025, is provided on pages 64 to 65 of the Annual Report.

During the Financial Year 2024-25, following changes took place in the Senior Management of the Company:

1. Mr. Siddharth Srivastava, Chief Business Officer resigned w.e.f May 06, 2024.
2. Mr. Selvin Uthaman was appointed as Chief Business Officer w.e.f June 8, 2024.
3. Mr. Rajeev Sinha, Executive Vice President – Operations resigned w.e.f. November 30, 2024.
4. Mr. Sharad Pathak tendered his resignation from the post of Company Secretary and Compliance Officer, w.e.f. closing hours of January 30, 2025 in compliance with advisory issued by National Housing Bank vide letter dated December 13 2024, regarding separation of the role of Company Secretary and Chief Compliance Officer and continued to hold his office as Chief Compliance Officer of the Company as per RBI notification dated April 11, 2022 on Compliance Function and Role of Chief Compliance Officer (CCO) – NBFCs and designated as Senior Management Personnel of the Company.

5. Mr. Saurabh Sharma was appointed as Company Secretary and Compliance Officer w.e.f. January 31, 2025.

p) Disclosure of certain types of arrangements binding listed entities

During the year under review, your Company entered into separate share sale agreements (collectively, “SPAs”) with Aquilo House Pte. Ltd. (“Aquilo”) and each of Lake District Holdings Limited, Partners Group ESCL Limited and Partners Group Private Equity (Master Fund), LLC, who are members of the promoters/ promoter group of the Company (collectively, “Sellers”). Pursuant to such SPAs, Aquilo has agreed to acquire in aggregate 2,09,49,112 equity shares of the Company from the Sellers constituting 26.47% of the paid-up share capital of the Company and control of the Company subject to the terms and conditions set out in the SPAs.

Aquilo is a Company incorporated under the laws of Singapore and belonging to the CVC Network. The CVC Network is a global alternative investment manager focused on private equity, credit, secondaries and infrastructure, consisting of CVC Capital Partners plc (a public limited Company whose shares are listed and admitted to trading on the Euronext Amsterdam Stock Exchange) and each of its subsidiaries, from time to time. The execution of the SPAs triggered an obligation of Aquilo to make an open offer to the public Shareholders of the Company in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Aquilo acquired 1,78,08,116 equity shares of the Company aggregating to 22.50% of paid-up share capital of the Company pursuant to the open offer from the public Shareholders. As on date, Aquilo is a public Shareholder of the Company.

Upon consummation of the SPAs in accordance with their terms, (i) Aquilo will acquire 2,09,49,112 equity shares of the Company constituting 26.47% of the paid-up share capital of the Company and acquire control of the Company; (ii) Aquilo shall become the promoter of the Company; and (iii) the existing members of the promoter and promoter group of the Company shall hold NIL shares of the Company and cease to be promoters/promoter group of the Company and be reclassified as public Shareholders of the Company.

Further there are no material changes and commitments affecting the financial positions of the Company, which have occurred after March 31, 2025 till the date of this report.

GENERAL SHAREHOLDERS INFORMATION

This section provides comprehensive details about the Company, including its shareholding pattern, information dissemination channels, service standards, share price movements, and other pertinent information, as required under point no. C (9) of Schedule V of the SEBI (LODR) Regulations, 2015 on Corporate Governance.

I. CORPORATE INFORMATION-

1.	Incorporation Date	February 23, 2011
2.	Registered Office Address	201-202, 2 nd Floor, Southend Square, Mansarovar Industrial Area, Jaipur-302020 (Rajasthan)
3.	Corporate Identification Number ("CIN")	L65922RJ2011PLC034297
4.	Details of Annual General Meeting ("AGM")	Tuesday, September 16, 2025 at 3:30 P.M. Indian Standard Time (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility.
5.	Financial Year	April 01, 2024 to March 31, 2025
6.	Record Date	NA
7.	Date of Book closure	No Book Closure has been recommended by Board.
8.	Dividend Payment date	No Dividend has been proposed for the period under review.
9.	Listing on Stock Exchanges	<p>The equity shares of the Company are listed on National Stock Exchange of India Ltd. ("NSE") and BSE Limited ("BSE") on October 08, 2018.</p> <p>Non-Convertible Debentures ("NCDs") issued by the Company are listed on the Wholesale Debt Market ("WDM") segment of the BSE.</p> <p>Masala Bonds issued by the Company are listed on NSE IFSC Limited.</p> <p>The addresses of NSE, BSE and NSE IFSC Limited are given below:</p> <p>NSE: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai- 400051.</p> <p>BSE: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.</p> <p>NSE IFSC Limited: Unit No. 1202, Brigade International Financial Centre, 12th Floor Building No. 14-A Block No. 14, Road-1C Zone 1, GIFT SEZ, Gandhinagar – 382355</p>
10.	Payment of listing fees	The Company has paid the annual listing fees for the relevant periods to NSE and BSE
11.	ISIN of Equity Shares	INE216P01012
12.	Suspension of Company's Securities	Company's securities are never suspended from trading since its listing.
13.	Registrar & Share Transfer Agent	<p>MUFG Intime India Private Limited (Formerly known as 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 6000, Fax: +91 22 49186060 Website: https://in.mpms.mufg.com/ Link for Email id registration: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html</p>
14.	Plant Location	Since the Company is in the business of housing finance, the disclosure with regard to plant location is not applicable.
15.	Address for Correspondence Relating to grievances in relation to non-receipt of Annual Report, dividend and share certificates sent for transfer etc. including any requests/ intimation for change in address, issue of duplicate share certificates, change in nomination shall be sent to:	<p>MUFG Intime India Private Limited (Formerly known as 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 6000, Fax: +91 22 49186060 Website: https://in.mpms.mufg.com/ Email ID: Link for Email id registration: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html</p> <p>Mr. Saurabh Sharma - Company Secretary and Compliance Officer Aavas Financiers Limited Registered Office: 201-202, 2nd Floor, Southend Square, Mansarovar Industrial Area, Jaipur-302020 (Rajasthan) Tel: +91 141 465 9221 Email: investorrelations@aavas.in</p>

16.	Outstanding Global Depository Receipts/American Depository Receipts/ Warrants and Convertible Bonds, conversion date and likely impact on equity	Not applicable since the Company has not issued any Global Depository Receipts or American Depository Receipts or Warrants or Convertible bonds.
17.	Commodity Price Risks/ Foreign Exchange Risk and Hedging Activities	The Company does not deal in commodity and hence there is no commodity price risk. For managing the Foreign Exchange Risk and Hedging Activities, Company is having the Foreign Currency Risk Management Policy. Further, Company has fully hedged its borrowing liabilities denominated in foreign currency.
18.	Dematerialization of Shares and Liquidity	As of March 31, 2025 100% of the Company's shares are held in dematerialized form. The Company's shares are regularly traded on NSE and BSE.
19.	Share Transfer System	The Company's shares are traded under compulsory dematerialized mode and freely tradable. The Board has delegated the power to attend all the formalities relating to transfer of securities to the Registrar and Share Transfer Agent of the Company. Yearly certificate of compliance with the share/debt transfer formalities as required under Regulation 40(9) and 61(4) of the SEBI (LODR) Regulations, 2015 is obtained from the Company Secretary in Practice and a copy of the certificate is filed with the Stock Exchanges within the prescribed time.

II. RATINGS OF THE COMPANY-

CREDIT RATINGS

The Company's financial discipline and prudence is reflected in the strong credit ratings ascribed by rating agencies. India's renowned Credit Rating Agencies have assigned ratings to the Company, the details of the same are mentioned below:

Rating Agencies	Long Term Bank Facilities	NCD Rating	Commercial Paper Rating/ Short Term Debt	Outlook
ICRA Limited	AA; Stable	AA; Stable	A1+	Stable/Positive
CARE Ratings Limited	AA; Stable	AA; Stable	-	Stable/Positive
India Ratings and Research Private Limited	-	-	A1+	-

ESG RATINGS

The Company has garnered notable recognition in the field of ESG practices, demonstrating its steadfast dedication to sustainability. The Company consecutively received the acclaimed 'Best Mid-Cap-Service Sector Award' at the Sustainability Reporting Awards, hosted by the ICAI for Excellence in Business Responsibility and Sustainability Reporting (BRSR). The Company's ESG ratings further illustrate its strong performance and commitment to sustainability metrics:

Rating Agencies	Ratings
CRISIL ESG Ratings & Analytics Limited	63 (Strong)
SES ESG Research Private Limited	77.8 (Medium)

The Company has not engaged with any ESG Rating Provider for rating. They have independently assigned the rating to the Company based on the Financial Year 2023-24 disclosures and other publicly available data. For more details on ESG ratings, kindly visit to website of the Company at link <https://www.aavas.in/esg-ratings>.

III. GENERAL MEETINGS/POSTAL BALLOT:

a) Details of past three Annual General Meetings held by the Company:

Financial Year	Category	Location of the Meeting	Date	Time
2023-24	14 th AGM	201-202, 2 nd Floor, Southend Square, Mansarovar Industrial Area, Jaipur-302020 (Raj) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") Facility	August 07, 2024	3:30 P.M(IST)
2022-23	13 th AGM		July 19, 2023	3:30 P.M(IST)
2021-22	12 th AGM		July 21, 2022	3:30 P.M(IST)

Special Resolutions taken up in the last three AGMs and passed with requisite majority are mentioned hereunder:

Day/Date of AGM	Details of Special Resolution passed
Wednesday, August 07, 2024	<ul style="list-style-type: none"> To approve the re-appointment of Mrs. Soumya Rajan (DIN: 03579199) as an Independent Director of the Company. 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 Act. To approve creation of charges on assets of the Company under Section 180(1)(a) of the Act, to secure borrowings made/to be made under section 180(1)(c) of the Act. To approve issuance of Non-Convertible Debentures, in one or more tranches on Private Placement Basis. To approve the 'Aavas Financiers Limited - Performance Stock Option Plan- 2024' ("PSOP-2024")
Wednesday, July 19, 2023	<ul style="list-style-type: none"> To approve the appointment of Mr. Sachinderpalsingh Jitendrasingh Bhinder (DIN: 08697657) as Director of the Company. To approve the appointment of Mr. Sachinderpalsingh Jitendrasingh Bhinder (DIN: 08697657) as Managing Director of the Company. To approve alteration in the Articles of Association of the Company. 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 Act. To approve creation of charges on assets of the Company under Section 180(1)(a) of the Act, to secure borrowings made/to be made under section 180(1)(c) of the Act. To approve issuance of Non-Convertible Debentures, in one or more tranches / issuances on Private Placement Basis.
Thursday, July 21, 2022	<ul style="list-style-type: none"> To reappoint Mr. Sandeep Tandon (DIN: 00054553) as an Independent Director of the Company. 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 Act, 2013. To approve creation of charges on assets of the Company under Section 180(1)(a) of the Act, to secure borrowings made/to be made under section 180(1)(c) of the Act. To approve issuance of Non-Convertible Debentures, in one or more tranches/ issuances on Private Placement Basis. To approve "Equity Stock Option Plan for Employees 2022" ("ESOP-2022") of Aavas Financiers Limited.

b) An Extra Ordinary General Meeting was held by the Company on March 28, 2025 through which following Special Resolutions were passed

- To approve the alteration of the Articles of Association of the Company to increase the maximum number of Directors on the Board.
- To approve the alteration of the Articles of Association of the Company to include director nomination rights of promoter and relevant definitions.
- To approve the alteration of the Articles of Association of the Company to include director nomination rights of promoter on the Committees of the Board.

c) Details of Business transacted through Postal Ballot during the Financial Year 2024-25

During the Financial Year 2024-25, the Company did not pass any Special Resolution through Postal Ballot.

d) Details of Special Resolution proposed to be conducted through Postal Ballot

There is no immediate proposal for passing any resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing AGM requires passing the resolution through Postal Ballot.

IV. DUE DATES FOR TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND ("IEPF")

In terms of Section 125 of the Act, dividend lying unclaimed and unpaid for a period of seven years from the date of transfer to unpaid and unclaimed account is required to be transferred to the IEPF. Since the Company has not declared any dividend since inception, there is no dividend which is unclaimed pertaining to previous years and Financial Year under review. Hence, there is no requirement of transferring the same to the IEPF for the year under the review.

V. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2025

Distribution of Shareholding based on Nominal Value (₹ 10/-) as on March 31, 2025 is as follows:-

Sr. No.	Category (Nominal Value of Shares)	No. of Holders	No. of Shares	% of Holders
1.	1 to 5000	1,34,122	46,92,058	98.88
2.	5001 to 10000	821	5,82,634	0.61
3.	10001 to 20000	294	4,13,884	0.22
4.	20001 to 30000	82	1,98,175	0.06
5.	30001 to 40000	48	1,65,035	0.03
6.	40001 to 50000	38	1,68,693	0.03
7.	50001 to 100000	67	4,68,142	0.05
8.	100001 to above	167	7,24,65,044	0.12
	Total	1,35,639	7,91,53,665	100

VI. SHAREHOLDING DETAILS AS ON MARCH 31, 2025

The Shareholding Pattern of the Company, as on March 31, 2025 is as follows: -

Sr. No.	Category	No. of Holders	No. of Shares	% of Holding
1.	Foreign Portfolio Investors (Corporate)	162	2,34,85,649	29.68
2.	Foreign Promoter Company	3	2,09,49,112	26.47
3.	Foreign Company	1	1,78,08,116	22.50
4.	Public (Public+KMP)	1,29,856	73,35,118	9.27
5.	Mutual Funds	52	62,79,531	7.93
6.	Insurance Companies	9	12,94,770	1.64
7.	Alternate Investment Funds	10	9,35,711	1.18
8.	Other Bodies Corporate	520	4,35,376	0.55
9.	Non Resident Indians	1,916	2,25,935	0.28
10.	Non Resident (Non Repatriable)	1,631	1,59,366	0.20
11.	Hindu Undivided Family	1,408	1,15,828	0.15
12.	Clearing Members	4	1,00,217	0.12
13.	Body Corporate - Limited Liability Partnership	57	25,168	0.03
14.	Trusts	7	3,662	0.00
15.	NBFCs registered with RBI	2	94	0.00
16.	Foreign Nationals	1	12	0.00
	Total	1,35,639	7,91,53,665	100

VII. MEANS OF COMMUNICATION

Your Company focuses on prompt, continuous and efficient communication to all its stakeholders. The Company has provided adequate and timely information to its member's inter-alia through the following means:

- a) **Financial Results:** The Quarterly, Half Yearly and Annual Financial Results of the Company are published in the leading newspapers viz Business Standard, Financial Express (English), Nafa Nuksan and Business Remedies (Hindi) and are also posted on the Company's website (www.aavas.in).
- b) **Email:** Documents like Notices, Annual Reports, are sent to the Shareholders at their email address, as registered with their Depository Participants/

Company/ Registrar and Transfer Agents (RTA). This helps in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.

- c) **NEAPS (NSE Electronic Application Processing System) and BSE Listing Centre (Listing Centre):** NEAPS and BSE Listing Centre are web based portals designed by NSE and BSE, respectively for corporates. All periodical and other compliance filings are electronically filed on these portals.
- d) **Exclusive email id for investors:** The Company has designated the email id investorrelations@aavas.in exclusively for investor servicing, and the same is displayed on the Company's website at www.aavas.in.

- e) **Website:** In compliance with Regulation 46 and 62 of the SEBI (LODR) Regulations, 2015 the Company has maintained a separate section i.e. 'Investor Relations' on the Company's website to redress the grievances of Investors and Company's Compliance Officer monitors this email constantly and providing all the announcements made by the Company, annual reports, results and policies of the Company.
- f) **Investors/Analyst Meets:** The Company conducts calls/meetings with investors immediately after declaration of Financial Results to brief them on the performance of the Company. The Company also conducts one on one call and meeting with investors. During such meets, the Company only refers to publicly available information for discussions and no unpublished price sensitive information is shared with the investor/analyst.
- g) **Presentations to institutional investors/analysts:** Detailed presentations are made to institutional investors and financial analysts on the Company's Quarterly, Half-Yearly as well as Annual Financial Results and sent to the Stock Exchanges. These presentations, video recordings and transcript of meetings are also made available on the website of the Company.
- h) **Annual Report:** The Annual Report containing, inter alia, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to the members and others entitled thereto through applicable modes. The Management Discussion and Analysis Report forms part of the Annual Report. The Annual Report is also available on the website of the Company.
- i) **SEBI Complaints Redressal System ("SCORES"):** Investor Complaints are processed at the SEBI centralized web-based complaints redressal system which serves as a centralized database of all complaints received, enables uploading of Action Taken Reports by the Company and online viewing by the investors of actions taken on the complaint and its current status.

OTHER DISCLOSURES

i) **Secretarial Audit for Financial Year 2024-25**

In accordance with Section 204 of the Act, M/s. Chandrasekaran Associates, Company Secretaries (Firm Registration No: P1988DE002500), were appointed as Secretarial Auditors for the

Financial Year ended March 31, 2025. They have conducted an independent assessment of the Company's compliance with the Act, SEBI (LODR) Regulations, 2015 and all other applicable rules and regulations as part of the Secretarial Audit. The Secretarial Audit Report is included in the Annual Report as '**Annexure-3**' to the Directors' Report.

ii) **Consolidated (Holding and its Subsidiary) total fees paid to Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors are a part**

Total fees of ₹ 154.69 lakhs for Financial Year 2024-25 for all services was paid by the Company on a standalone basis, to the Statutory Auditors of the Company and other firms in the network entity of which the Statutory Auditors are a part.

This amount includes fees for audit services, certifications, regulatory compliance reviews, and other professional engagements undertaken by the auditors in accordance with statutory requirements.

iii) **Certification from Practicing Company Secretary**

Pursuant to Regulation 34(3) of SEBI (LODR) Regulations 2015, Certificate from a Company Secretary in practice i.e. M/s. Chandrasekaran Associates, Company Secretaries (Firm Registration No: P1988DE002500) has been received stating that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of Companies by SEBI/MCA or any such statutory authority. The same forms part of the Annual Report as "**Annexure-1**" to the Directors' Report.

iv) **Accounting Standards**

The Company has followed Indian Accounting Standards ("Ind AS") issued by the MCA in preparation of its Financial Statements.

v) **Certificate from Practicing Company Secretary on Corporate Governance**

As required under the SEBI (LODR) Regulations, 2015 certificate issued by M/s. Chandrasekaran Associates, Company Secretaries certifying that the Company has complied with the conditions of Corporate Governance as stipulated by SEBI (LODR) Regulations, 2015 is attached to this Corporate Governance Report as "**Annexure-B**" to this report.

vi) Details of Non-Compliance by the Company, penalties, and restrictions imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three Financial Years

BSE Limited imposed a penalty of ₹ 10,000 (Rupees Ten Thousand Only, excluding GST) on the Company under SEBI circular no. SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103, dated July 29, 2022, for the delay in submitting the intimation of the Record Date as per Regulation 60(2) of the SEBI (LODR) Regulations, 2015 for the month ended October 2023. The Company has duly remitted the requisite fine to the Stock Exchange.

Apart from above, there has been no instance of non-compliance by the Company, neither any penalty and nor any restriction was imposed on the Company by the Stock Exchange or SEBI or any other statutory authority, on any matter related to capital markets, during the Financial Year 2024-25 and last three Financial Years.

vii) Details of Non-Compliance of the Requirements of Corporate Governance

There has been no instance of non-compliance of any requirement of the Corporate Governance.

viii) Directors and Officers (“D&O”) Liability Insurance

In accordance with the provisions of the Act and Regulation 25(10) of the SEBI (LODR) Regulations, 2015 the Company has procured a D&O Liability Insurance policy on behalf of all Directors including Independent Directors and KMP to indemnify them against any liability arising from negligence, default, misfeasance, breach of duty, or breach of trust in relation to the Company.

The D&O Liability Insurance serves as a critical risk management tool, ensuring protection against legal claims that may be initiated by shareholders, employees, creditors, or regulatory authorities. It covers defense costs, settlements, and judgments, thereby safeguarding the personal assets of directors and officers while enabling them to discharge their fiduciary duties without undue concern over personal liability.

ix) CEO/ CFO Certification

Pursuant to Regulation 17(8) of the SEBI (LODR) Regulations, 2015, the Chief Executive Officer

("CEO") and the Chief Financial Officer ("CFO") of the Company provide an annual certification to the Board of Directors, affirming the integrity of financial reporting and the effectiveness of internal controls, copy of which is attached to this Report as "Annexure-C".

x) Compliance with Mandatory Requirements and Adoption of the Non-Mandatory Requirements of Corporate Governance

In accordance with Regulation 34 of the SEBI (LODR) Regulations, 2015 the Company has met all mandatory requirements. Additionally, it has voluntarily adopted the following discretionary measures as set forth in the SEBI (LODR) Regulations, 2015:

a) Audit Qualification: The Company's Financial Statements for the year under review have been free from audit qualifications, reflecting adherence to sound financial reporting standards and regulatory compliance. The Company continues to maintain a regime of unmodified audit opinions, ensuring that its financial disclosures remain transparent, accurate, and in line with applicable accounting principles.

b) Reporting of Internal Auditor: The Internal Audit function of the Company has been structured to ensure independent oversight and effective risk management. Unlike outsourced audit models, the Company has appointed a Head of Internal Audit internally, who directly reports to the Audit Committee of the Board. This governance framework strengthens internal controls, enhances financial discipline, and ensures compliance with regulatory requirements.

xi) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)

During the period under review, the Company has not raised funds through preferential allotment or qualified institutions placement.

xii) Compliance with the Mandatory Requirements as Specified in Regulations 17 to 27 and Clauses (b) to (i) of Sub-Regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015

The Board regularly reviews compliance with all applicable laws. The Company has met all mandatory

requirements of the Code of Corporate Governance, as stipulated under Regulations 17 to 27; clauses (b) to (i) of sub-regulation (2) of Regulation 46; and paragraphs C, D, and E of Schedule V of the SEBI (LODR) Regulations, 2015. A certificate confirming this compliance, issued by M/s. Chandrasekaran Associates, Company Secretaries, is attached to the Directors Report.

xiii) Disclosure with respect to Demat suspense account/unclaimed suspense account

As on March 31, 2025, the Company has no securities in demat or unclaimed suspense accounts resulting from public, bonus or rights issues. Consequently, there are no details regarding the aggregate number of Shareholders, outstanding securities in suspense accounts, or any related matters that require disclosure.

For and on behalf of the Board of Directors

AAVAS FINANCIERS LIMITED

Sachinderpalsingh Jitendrasingh Bhinder

Managing Director and CEO

(DIN: 08697657)

Nishant Sharma

Promoter Nominee Director

(DIN: 03117012)

Date: April 24, 2025

Place: Mumbai

DECLARATION ON COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT PERSONNEL

To,
The Members,
Aavas Financiers Limited
201-202, 2nd Floor, Southend Square,
Mansarovar Industrial Area, Jaipur 302020,
Rajasthan, India

In accordance with Schedule V, Para D of the SEBI (LODR) Regulations, 2015 as amended from time to time, I, Sachinderpalsingh Jitendrasingh Bhinder, Managing Director and CEO of Aavas Financiers Limited hereby confirm that, all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct, as applicable to them, for the Financial Year 2024-25.

For **AAVAS FINANCIERS LIMITED**

Sachinderpalsingh Jitendrasingh Bhinder
Managing Director and CEO
(DIN: 08697657)

Date: April 24, 2025
Place: Mumbai

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER LISTING REGULATIONS, 2015

To,

The Members,

AAVAS FINANCIERS LIMITED

201-202, 2nd Floor, Southend Square,

Mansarovar Industrial Area, Jaipur-302020,

Rajasthan, India

We have examined all relevant records of Aavas Financiers Limited (“**the Company**”) for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2025. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.:- 5715/2024

Dr. S. Chandrasekaran

Senior Partner

Membership No.1644

Certificate of Practice No.715

UDIN: F001644900186147

Date: April 24, 2025

Place: Delhi

CEO AND CFO CERTIFICATION

(Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Board of Directors,
Aavas Financiers Limited

We, Sachinderpalsingh Jitendrasingh Bhinder, Managing Director and Chief Executive Officer and Ghanshyam Rawat, President & Chief Financial Officer of Aavas Financiers Limited ("**the Company**") certify that:

- a. We have reviewed financial statements and the cash flow statement for the Financial Year ended March 31, 2025 and that to the best of our knowledge and belief:
 - i) These results do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These results together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. To the best of our knowledge and belief, no transactions entered into by the Company during the Financial Year ended March 31, 2025, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c. We accept responsibility for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee:
 - i) there has not been any significant changes in Internal Control over financial reporting during the period under reference;
 - ii) there has not been any significant changes in accounting policies during the period under reference requiring disclosure in the notes to the Financial Statements; and
 - iii) we are not aware of any instances of significant fraud with involvement therein, of the Management or an Employee having a significant role in the Company's Internal Control System over financial reporting.

For **AAVAS FINANCIERS LIMITED**

Sachinderpalsingh Jitendrasingh Bhinder
Managing Director and CEO
(DIN: 08697657)

Ghanshyam Rawat
President and Chief Financial Officer

Date: April 24, 2025
Place: Mumbai