

Ref. No. AAVAS/SEC/2024-25/1043

Date: March 06, 2025

To, The National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Mumbai – 400051 Scrip Symbol: AAVAS	To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 541988
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Dear Sir /Madam,

Sub: Notice of 26th Extraordinary General Meeting of the Aavas Financiers Limited ("the Company").

This is to inform you that 26th Extraordinary General Meeting ("EGM") of the Members of the Company will be held on Friday, March 28, 2025 at 12:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the businesses as listed in the Notice of EGM.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the applicable Ministry of Corporate Affairs ("MCA") and SEBI Circulars, please find enclosed herewith the Notice of EGM which has been sent to all the Members today, through electronic mode, holding equity shares of the Company as on Friday, February 28, 2025 and whose email IDs are registered with the Company/Depositories.

The Notice of EGM is also made available on the website of the Company and can be accessed at <https://www.aavas.in/investor-relations/notice>.

We request you to kindly take the above on record.

Thanking You,

FOR AAVAS FINANCIERS LIMITED

**SAURABH SHARMA
COMPANY SECRETARY AND COMPLIANCE OFFICER
(ACS-60350)**

Encl: As above



AAVAS FINANCIERS LIMITED

CIN: L65922RJ2011PLC034297

Registered and Corporate Office: 201-202, 2nd Floor, Southend Square,
Mansarovar Industrial Area, Jaipur 302020, Rajasthan, India

Tel: +91 141-4659239

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

Notice to Members,

NOTICE is hereby given that the **26th Extraordinary General Meeting** (“EGM”) of the Members of Aavas Financiers Limited (“the Company”) will be held on Friday, March 28, 2025 at 12:00 P.M., Indian Standard Time (“IST”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) Facility to transact the following businesses:

SPECIAL BUSINESSES:

1. TO APPROVE THE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO INCREASE THE MAXIMUM NUMBER OF DIRECTORS ON THE BOARD.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as may be applicable (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**), all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to receipt of necessary approval(s), consent(s) (including consents from lenders of the Company, as applicable), permission(s) or sanction(s) as may be required, and Closing (as defined in Share Sale Agreements executed on August 10, 2024 by Aquilo House Pte. Ltd. and the Company with certain members of Promoter and Promoter Group) having occurred, the approval of the Members of the Company be and is hereby accorded, to amend and alter Article 16.11(a) in the Articles of Association of the Company (**“AoA”**), in substitution for, and to the exclusion of, the existing Article 16.11(a) in the Articles of Association of the Company (**“Existing AoA”**).

- (i) Article 16.11(a) of the Existing AoA shall be substituted by the following in the amended and restated AoA:

“...16.11. Composition of the Board

(a) The Board shall comprise up to 12 (twelve) Directors excluding the nominee director(s) appointed by debenture trustee(s), if any as per clause 16.11(c) of Articles of Association.”

RESOLVED FURTHER THAT the Board of Directors of the Company (**“Board”**) and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, including but not limited to, filing of necessary forms with the Registrar of Companies, delegating any powers to any officials of the Company conferred upon the Board by this resolution, affecting any consequential changes to the AoA with respect to such amendment, settling all questions / doubts / queries / difficulties that may arise in respect of the alteration of the Articles of Association and executing all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. TO APPROVE THE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY TO INCLUDE DIRECTOR NOMINATION RIGHTS OF PROMOTER AND RELEVANT DEFINITIONS.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as may be applicable (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (**“the Act”**), all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such necessary approval(s), consent(s), permission(s) or sanction(s) as may be required, and pursuant to the share sale agreements executed on August 10, 2024 by Aquilo House Pte. Ltd. (**“Aquilo”**) and the Company with each of Lake District Holdings Limited, Partners Group ESCL Limited, Partners Group Private Equity (Master Fund), LLC (collectively **“SPAs”**), the approval of the Members of the Company be and is hereby accorded, to amend and alter the following Articles in the Articles of Association of the Company (**“AoA”**), in substitution for, and to the exclusion of, the following existing Articles in the Articles of Association of the Company, with effect from the Closing Date (as defined under the SPAs):

- (i) Definitions of the following terms under Article 1.1 of the Existing AoA – **“Investor”**, **“Lake District”**, **“Capital AIF 1”**, **“Kedaara”**, **“Master Fund”**, **“ESCL”** and **“Partners Group”**, shall stand deleted in the amended and restated AoA.
- (ii) Definitions of the following terms **“Aquilo House”** and **“Closing Date”** to be inserted in Article 1.1 in the amended and restated AoA:

***“Aquilo House”** means Aquilo House Pte. Ltd. a private company limited by shares incorporated on August 2, 2024, under the laws of Singapore (Corporate ID: 202431463C), and with its registered office / permanent address at 38 Beach Road, #29-11 South Beach Tower Singapore 189767;*

***“Closing Date”** means the date of completion of the share sale transactions under (i) the share sale agreement dated August 10, 2024 between Aquilo House, the Company and Lake District Holdings Limited; (ii) the share sale agreement dated August 10, 2024 between Aquilo House, the Company and Partners Group ESCL Limited; and (iii) the share sale agreement dated August 10, 2024 between Aquilo House, the Company and Partners Group Private Equity (Master Fund), LLC.*

- (iii) The existing Article 16.11, Article 16.11(b) and Article 16.11(c) and Article 16.11(d) shall be substituted by the following in the amended and restated AoA:

***“16.11 Composition of the Board:** The Shareholders shall take all actions, including exercising their votes in relation to the Equity Securities held by them, as may be required to cause any Director nominated by Aquilo House (**“Promoter”**) in accordance with this Article 16 to be duly elected, appointed, removed or replaced, as the case may be, such that the composition of the Board is in accordance with this Article 16.11.*

*....(b) On and from the Closing Date and until the Promoter retains 10% (Ten Per Cent) or more of the Share Capital: (i) the Promoter shall have the right to nominate 5 (Five) Directors to the Board (collectively, the **“Nominee Directors”**) and (ii) the Chief Executive Officer of the Company may be appointed and hold office as Managing Director or Whole Time Director of the Company or with such other designation as the Board or Shareholders may decide in accordance with the provisions of the Act. Independent Directors shall be appointed to the Board in accordance with Applicable Laws (the **“Independent Directors”**).*
(c) The Board of Directors of Company shall appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub regulation (1) of regulation 15 of the Securities and

Exchange Board of India (Debenture Trustees) Regulations, 1993 as a Director on its Board of Directors. The nominee director appointed by the debenture trustee(s) shall not be liable to retire by rotation."

- (iv) Article 16.15 of the Existing AoA to be substituted by the following in the amended and restated AoA:

*"16.15 **Retirement of Directors:** Subject to Applicable Laws, 2 (Two) Nominee Director shall not be required to retire by rotation. In the event that the other Nominee Directors retire by rotation in accordance with the provisions of the Act, subject to Article 16.11, the Shareholders shall ensure and perform all acts including the exercise of the voting rights as may be necessary to ensure that such Nominee Directors are reappointed to the Board."*

RESOLVED FURTHER THAT the Board of Directors of the Company ("**Board**") and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, including but not limited to, filing of necessary forms with the Registrar of Companies, delegating any powers to any officials of the Company conferred upon the Board by this resolution, affecting consequential changes to the Articles including to remove references to "**Investor**", "**Lake District**", "**Capital AIF 1**", "**Kedaara**", "**Master Fund**", "**ESCL**" and "**Partners Group**", to include references to "**Aquilo House**" and "**Closing Date**", where necessary, settling all questions / doubts / queries / difficulties that may arise in respect of the alteration of the Articles of Association and executing all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. 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.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, as may be applicable (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) ("**the Act**"), all other applicable laws, acts, rules, regulations, guidelines, circulars, directions and notifications and subject to such necessary approval(s), consent(s), permission(s) or sanction(s) as may be required, and pursuant to the share sale agreements executed on August 10, 2024 by Aquilo House Pte. Ltd. ("**Aquilo**") and the Company with each of Lake District Holdings Limited, Partners Group ESCL Limited, Partners Group Private Equity (Master Fund), LLC (collectively "**SPAs**"), the approval of the Members of the Company be and is hereby accorded, to amend and alter the following Article in the Articles of Association of the Company ("**AoA**", in substitution for, and to the exclusion of, the following existing Article in the Articles of Association of the Company, with effect from the Closing Date (as defined under the SPAs):

- (i) Article 16.20 of the Existing AoA to be substituted by the following in the amended and restated AoA:

*"16.20 **Committees of the Board:** Subject to Applicable Laws, Nominee Directors shall have the right (but not an obligation) to have any 1 (one) of the Nominee Directors be appointed as a member of any committee or sub-committee of the Board. The Shareholders of the Company shall take such actions as may be necessary to enable the Nominee Directors to exercise such right."*

RESOLVED FURTHER THAT the Board of Directors of the Company (“**Board**”) and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, including but not limited to, filing of necessary forms with the Registrar of Companies, delegating any powers to any officials of the Company conferred upon the Board by this resolution, affecting any consequential changes to the AoA in relation to amendments, settling all questions / doubts / queries / difficulties that may arise in respect of the alteration of the Articles of Association and executing all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

**Date: - March 05, 2025
Place: - Jaipur**

**Sd/-
Saurabh Sharma
Company Secretary and Compliance Officer
(M. No. ACS-60350)**

Registered and Corporate Office:
201-202, 2nd Floor, Southend Square,
Mansarovar Industrial Area, Jaipur 302 020, Rajasthan, India
CIN: L65922RJ2011PLC034297
Tel: +91 141-4659239
E-mail: investorrelations@aavas.in|Website: www.aavas.in

NOTES

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”) setting out material facts concerning Special Businesses under Item Nos. 1 to 3 of the accompanying Notice, is annexed hereto. The Board of Directors have considered that the Special Businesses under Item Nos. 1 to 3 being considered unavoidable, be transacted at the EGM of the Company.
2. In view of General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 respectively (Collectively referred as “**MCA Circulars**”), issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (Collectively referred as “**SEBI Circulars**”) issued by the Securities and Exchange Board of India (“**SEBI**”) (MCA Circulars and SEBI Circulars are hereinafter collectively referred to as “**the Circulars**”) and in compliance with the provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations, 2015**”), and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India, the EGM of the Company will be conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company. Since the EGM will be held through VC/OAVM Facility, the Route Map, proxy form and attendance slip are not annexed to this Notice.
3. The Members can join the EGM through VC/OAVM mode 30 minutes before and also after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 Members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.
4. This is to inform that as physical presence of Members has been dispensed with for attending the Meeting through VC/OAVM Facility, therefore there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the Meeting. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM Facility and participate there at and cast their votes through e-Voting.
5. Attendance of the Members participating in the EGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Notice of the EGM, and instructions for e-Voting are being sent through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
7. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (LODR) Regulations, 2015 and the circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as voting on the date of the EGM will be provided by NSDL.

8. The manner of voting remotely by Members including the Members who have not registered their E-mail addresses is provided in the instructions for e-Voting section which forms the part of this Notice.
9. Members may please note that the Notice of the EGM will also be available on the website of the Company at <https://www.aavas.in/investor-relations/notice>, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of NSDL at www.evoting.nsdl.com.
10. All the relevant documents referred to in this Notice shall be open for inspection by the Members online during the EGM through VC/OAVM.
11. The Board of Directors of the Company ("the Board") has appointed Mr. Rupesh Agarwal (Membership No. A16302, COP No. 5673), failing him, Mr. Shashikant Tiwari (Membership No. F11919, COP No. 13050), failing him, Mr. Lakhan Gupta (Membership No. F12682, COP No. 26704) Practicing Company Secretaries and Partners of M/s Chandrasekaran Associates as the Scrutinizer, for conducting the voting process in a fair & transparent manner.
12. The Scrutinizer shall after the conclusion of e-voting at the EGM shall make a Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairperson or a person authorized by him, within 2 working days or 3 days, whichever is earlier, from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.
13. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.aavas.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairperson or a person authorized by him. The results shall also be displayed on the notice board at the registered office of the Company and shall be immediately submitted to the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited.
14. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Therefore, members are requested to submit their PAN details to their DPs with whom they are maintaining their demat accounts.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs.
16. Members are requested to contact MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (Registrar and Share Transfer Agent of the Company) in case of any change of address or queries relating to their shares at the information given below-

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: +91 810 811 6767

Website: www.in.mpms.mufg.com

Link to raise query: rnt.helpdesk@linkintime.co.in

17. Members desirous of obtaining any information / clarification are requested to submit their query at investorrelations@aavas.in well in advance so as to enable the Management to keep the information ready.

18. Members who would like to express their views/ask questions as a speaker during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail ID, mobile number at investorrelations@aavas.in in advance till Friday, March 21, 2025.

Only those Members who have registered themselves as a speaker will be allowed to express their views/ ask questions during the Meeting. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the EGM.

19. Instructions for Members for Remote e-Voting and joining the EGM are as under:

- a. The remote e-voting period will commence on **Tuesday, March 25, 2025 (9:00 A.M. IST)** and ends on **Thursday, March 27, 2025 (5:00 P.M. IST)**. During this period, Members of the Company, holding shares as on the **cut-off date** i.e. as on **Friday, March 21, 2025**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to subsequently change it. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date.
- b. A person who is not a member as on the cut-off date should treat this Notice of EGM for information purpose only.
- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the EGM by E-mail and holds shares as on the cut-off date i.e. as on **Friday, March 21, 2025**, may obtain the user ID and password by sending a request to E-mail address evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting his/her vote. In the case of forgot password, the same can be reset by using “Forgot User Details/Password?” or “Physical User Reset Password” option available on www.evoting.nsdl.com.
- d. The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- e. Institutional Investors (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizer by E-mail through its registered E-mail address to shashikant@cacsindia.com / rupesh@cacsindia.com / lakhan@cacsindia.com with a copy marked to evoting@nsdl.com.
- f. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- g. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.com or contact to Ms. Prajakta Pawle, Executive or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 at the designated e-mail ID: evoting@nsdl.com or PrajaktaP@nsdl.com or pallavid@nsdl.com or at telephone nos.: +91-22-24994360 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company’s e-mail address investorrelations@aavas.in.

- h. The details of the process and manner for remote e-voting are explained herein:

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

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





Step 1: Log-in to NSDL e-Voting system:

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

4. Your User ID details are given below:

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

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your first 8 digit DP ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shashikant@cacsindia.com/rupesh@cacsindia.com/ lakhan@cacsindia.com with a copy marked to evoting@nsdl.com. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request at evoting@nsdl.com or contact to Ms. Prajakta Pawle, Executive or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 at the designated e-mail IDs: evoting@nsdl.com or PrajaktaP@nsdl.com or pallavid@nsdl.com or at telephone nos.: +91-22-24994360 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's e-mail address investorrelations@aavas.in.

Process for those Shareholders whose email IDs are not registered with the depositories for procuring User ID and Password and registration of email ID for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@aavas.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@aavas.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Shareholder/Members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

20. The instructions for Members for e-Voting on the day of the EGM are as under:

- a. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
- b. Only those Members/ Shareholders, who will be present in the EGM through VC/OAVM Facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM again.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-Voting.

21. Instructions for Members for attending the EGM through VC/OAVM are as under:

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

22. Transcript of EGM:

The transcript of the EGM shall be made available on the website of the Company at <https://www.aavas.in/investor-relations/outcome>.

23. New SEBI Investor Website:

SEBI has recently launched its new Investor website at <https://investor.sebi.gov.in/>. The said website contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by Market Infrastructure Intermediaries related to securities market process education and awareness messages. The SEBI Investor Website aims to assist individuals in taking control of their money, leading to better outcomes in their investment journey.

It offers guidance on managing money well and making sound financial decisions independently.

24. Online Dispute Resolution Portal (“ODR PORTAL”):

SEBI vide Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31 2023, and circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Through above circular, an investor can initiate dispute resolution through ODR portal (<https://smartodr.in/login>), if the issue is not resolved through RTA/Company directly or through SCORES platform.

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS, 2015

Pursuant to Section 102 of the Act, the following explanatory statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

ITEM NO. 1

As per Article 16.11(a) of the existing articles of association of the Company (“**Existing AoA**”), the Board shall comprise of a maximum of 9 (nine) directors excluding any nominee directors appointed by debenture trustees in accordance with the terms thereof.

To supplement the Board with additional directors including independent directors to enhance the knowledge, expertise and diversity on the Board, it is proposed to increase the maximum number of directors comprising of the Board to 12 (twelve) Directors.

In light of the above, subject to the receipt of the necessary consents (including consents from lenders, as applicable), and Closing (as defined in Share Sale Agreements executed on August 10, 2024 by Aquilo House Pte. Ltd and the Company with certain Members of Promoter and Promoter Group) having occurred, it is proposed that the Existing AOA be altered and the amended and restated articles of association of the Company be adopted to incorporate the alterations proposed in the aforesaid resolution in substitution, and to the exclusion of the relevant articles in the Existing AoA.

Members are requested to note that in terms of Section 14 of the Act, any alteration in the articles of association of the Company shall require approval of the Members of the Company by way of Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 14 of the Act for adoption of the amended and restated AoA in substitution, to the Existing AoA.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of the EGM Notice, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the passing of the resolution set out at Item No. 1 of the EGM Notice to the Members for their consideration and approval, by way of a Special Resolution.

ITEM NO. 2

In terms of the following agreements:

- (i) the share sale agreement dated August 10, 2024 entered into by Lake District Holdings Limited (“**LDHL**”), Aquilo House Pte. Ltd. (“**Purchaser**”) and the Company for the sale of 1,23,46,641 equity shares of the Company from LDHL to the Purchaser;
 - (ii) the share sale agreement dated August 10, 2024 entered into by Partners Group ESCL Limited (“**PGEL**”), the Purchaser and the Company for the sale of 59,78,718 equity shares of the Company from PGEL to the Purchaser; and
 - (iii) the share sale agreement dated August 10, 2024 entered into by Partners Group Private Equity (Master Fund), LLC (“**PGPE**”), the Purchaser and the Company for the sale of 26,23,753 equity shares of the Company from PGPE to the Purchaser,
- (collectively referred to as “**SPAs**”),

as disclosed to the stock exchanges on August 10, 2024, the Purchaser 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 (“**Proposed Acquisition Transaction**”), in accordance with and subject to the terms set out in the SPAs. LDHL, PGEL and PGPE are collectively referred to as the “**Sellers**”.

The Purchaser has made a mandatory open offer in accordance with the terms of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Open Offer**”). Pursuant to the completion of the Proposed Acquisition Transaction and the Open Offer, the Purchaser may acquire up to 52.68% of the issued and paid-up share capital of the Company (subject to actual tendering of equity shares by the public shareholders of the Company).

The Proposed Acquisition Transaction and the Open Offer *inter alia* requires the approval of the Reserve Bank of India (“**RBI**”) for the change in control, change in management and appointment of directors and the approval of lenders of the Company. The RBI has granted its approval for the change in control, change in management and appointment of directors. The Company has obtained the requisite approvals from the lenders in relation to the Proposed Acquisition Transaction and the Open Offer. The approvals received from the lenders of the Company pursuant to the financing documents executed between the Company and the lenders, have been provided on the basis that the Purchaser shall be in control of the Company. The existing promoters of the Company i.e. the Sellers have the right to nominate 5 (five) nominee directors on the board of directors of the Company (“**Board**”). This is now sought to be replaced with the Purchaser’s ability to nominate 5 (five) nominee directors on the Board with effect from the Closing Date (as defined under the SPAs), as pursuant to the Proposed Acquisition Transaction, the Sellers will cease to be in control of the Company and cease to be part of the promoter and promoter group of the Company with effect from the Closing Date (as defined under the SPAs). 2 (two) of the directors nominated by the Purchaser shall not be subject to retirement by rotation subject to Applicable Laws.

Therefore, it is proposed to alter the Existing AoA to remove the director nomination rights of the Sellers and including the right of the Purchaser to nominate 5 (five) nominee directors with effect from the Closing Date (as defined under the SPAs). The Purchaser shall have such right to nominate 5 (five) nominee directors until such time that the Purchaser retains 10% (ten per cent) or more of the share capital of the Company.

In light of the above, it is proposed that the Existing AOA be altered and the amended and restated articles of association of the Company be adopted to incorporate the alterations proposed in the aforesaid resolution in substitution, and to the exclusion of the relevant articles in the Existing AoA, with effect from the Closing Date (as defined under the SPAs).

Members are requested to note that in terms of Section 14 of the Act, any alteration in the articles of association of the Company shall require approval of the Members of the Company by way of Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 14 of the Act for adoption of the amended and restated AoA in substitution, to the Existing AoA.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the EGM Notice, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the passing of the resolution set out at Item No. 2 of the EGM Notice to the Members for their consideration and approval, by way of a Special Resolution.

ITEM NO. 3

Article 16.20 of the Existing AoA provides that each of the Sellers nominee directors have the right to be appointed as a member of any committee or sub-committee of the Board, *pro rata* to the board representation of each Seller, subject to a minimum of at least 1 (one) member on the committee.

Pursuant to the SPAs, it is proposed to remove the existing right available to the Sellers nominee directors to be appointed on each committee or sub-committee of the Board, and alter the Existing AoA to provide that the Purchaser will have the right to have 1 (one) of the 5 (five) Purchaser nominee directors to be appointed as a member of each committee or sub-committee of the Board. The right to

be available to the Purchaser to have only 1 (one) member on each committee or sub-committee of the Board is a dilution of the existing rights available to the Sellers under the Existing Articles.

Members are requested to note that in terms of Section 14 of the Act, any alteration in the articles of association of the Company shall require approval of the Members of the Company by way of Special Resolution. Accordingly, approval of the Members of the Company is sought in terms of Section 14 of the Act for adoption of the amended and restated AoA in substitution, to the Existing AoA.

None of the Directors and / or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the EGM Notice, except to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the passing of the resolution set out at Item No. 3 of the EGM Notice to the Members for their consideration and approval, by way of a Special Resolution.

In respect of the above, Members are requested to note that the draft of the amended and restated articles of association of the Company incorporating the above amendments shall be available for inspection by the Members of the Company in accordance with the provisions of the Act, in the manner as mentioned in the Notes to the Notice of EGM.

Members are requested to note that the Board of Directors on March 5, 2025 through its resolution passed by circulation, have approved item 1 to 3 for alteration to the Existing AoA of the Company by making the amendments set out above and adoption of an amended and restated articles of association.

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

**Date: - March 05, 2025
Place: - Jaipur**

**Sd/-
Saurabh Sharma
Company Secretary and Compliance Officer
(M. No. ACS-60350)**

Registered and Corporate Office:
201-202, 2nd Floor, Southend Square,
Mansarovar Industrial Area, Jaipur 302 020, Rajasthan, India
CIN: L65922RJ2011PLC034297
Tel: +91 141-4659239
E-mail: investorrelations@aavas.in | Website: www.aavas.in

INFORMATION AT A GLANCE

1. Day, Date and Time of EGM	Friday, March 28, 2025 at 12:00 P.M. (IST)
2. Mode	Video Conference (“VC”) or Other Audio Visual Means (“OAVM”)
3. Participation through VC/OAVM	Member can login from 11:30 A.M. (IST) on the date of EGM at https://www.evoting.nsdl.com/
4. Contact information for VC or E-voting related issues	Email: evoting@nsdl.com or helpdesk.evoting@cdslindia.com or contact at toll free no. 022-4886-7000 or 1800-21-09911
5. Cut-off Date for E-voting	Friday, March 21, 2025
6. Speaker Shareholder Registration before EGM	E-mail at investorrelations@aavas.in mentioning the name, DP ID and Client ID, PAN and mobile number along with the queries till Friday March 21, 2025
7. EVEN Number	133242
8. Remote E-voting start date and time	Tuesday, March 25, 2025 at 9:00 A.M. (IST)
9. Remote E-voting end date and time	Thursday, March 27, 2025 at 5:00 P.M. (IST)
10. Name of E-voting Service Provider	National Security Depository Limited (NSDL)
11. Remote E-voting website	https://www.evoting.nsdl.com/ https://eservices.nsdl.com/
12. Name of Registrar & Share Transfer Agents	MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited)
13. Registration of Members’ e-mail IDs for the Purpose of the report through electronic mode	In case the e-mail address is not registered with the respective DPs/Company/RTA, Members may Register the e-mail addresses by sending E-mail to the Company at investorrelations@aavas.in