



**AAVAS FINANCIERS LIMITED**

**CIN: L65922RJ2011PLC034297**

**Registered and Corporate Office:** 201-202, 2nd Floor, South End Square,  
Mansarovar Industrial Area, Jaipur 302 020, Rajasthan, India

**Tel:** +91 14 1661 8888 | **E-mail:** [investorrelations@aavas.in](mailto:investorrelations@aavas.in) | **Website:** [www.aavas.in](http://www.aavas.in)

**POSTAL BALLOT NOTICE**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)**

Dear Shareholder (s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act") read together with Rule 20 and 22 the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ("Secretarial Standard - 2") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and/ or any other applicable law, rules or regulations for the time being in force to transact the items of Special Businesses, as set out in this Postal Ballot Notice and to seek approval of the Shareholders through voting by electronic means.

**SPECIAL BUSINESSES:**

**ITEM No.:- 1**

**REPRICING OF STOCK OPTIONS GRANTED UNDER EQUITY STOCK OTPION PLAN FOR EMPLOYEES-2020**

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

**"RESOLVED THAT** pursuant to the provision of Section 62 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 7(5) read with 7(1) and (2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 (including the erstwhile regulation), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 as amended from time to time read with relevant circulars, notification issued thereunder, based on the recommendation of Nomination and Remuneration Committee and Board vide its Circular Resolution dated March 22, 2023, relevant provisions of Memorandum and Articles of Association of the Company and as per the Equity Stock Option Plan for Employees-2020 ("ESOP-2020") of the Company as approved by Shareholders in its Annual General Meeting held on July 22, 2020 and for which the in-principal approval have been obtained from the Stock Exchanges for the entire options covered under "ESOP-2020", and in accordance with the provision of any other applicable laws or regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, if any, the consent and approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee) to reprice the exercise price of 3,00,000 (Three

Lakh) stock options granted under “ESOP-2020” (whether vested or not) from existing exercise price of Rs. 2887.05 (Rupees two thousand eight hundred eighty seven and five paise) per option to Rs. 1690.40 (Rupees one thousand six hundred ninety and forty paise) per option i.e. the closing market price prevailing on the National Stock Exchange of India Limited (NSE), being the Stock Exchange that recorded the highest trading volumes in the Equity Shares of the Company on March 21, 2023 i.e. the day immediately preceding the date on which the proposal for repricing is considered by the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose for giving effect to this resolution.”

#### **ITEM No.:- 2**

#### **REPRICING OF STOCK OPTIONS GRANTED UNDER EQUITY STOCK OPTION PLAN FOR EMPLOYEES - 2021**

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

“**RESOLVED THAT** pursuant to the provision of Section 62 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 7(5) read with 7(1) and (2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 (including the erstwhile regulation), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 as amended from time to time read with relevant circulars, notification issued thereunder, based on the recommendation of Nomination and Remuneration Committee and Board vide its Circular Resolution dated March 22, 2023, relevant provisions of Memorandum and Articles of Association of the Company and as per the Equity Stock Option Plan for Employees-2021 (“ESOP-2021”) of the Company as approved by Shareholders in its Annual General Meeting held on August 10, 2021 and for which the in-principal approval have been obtained from the Stock Exchanges for the entire options covered under “ESOP-2021”, and in accordance with the provision of any other applicable laws or regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, if any, the consent and approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee) to reprice the exercise price of 3,00,000 (Three Lakh) stock options granted under “ESOP-2021” (whether vested or not) from existing exercise price of Rs. 2477.15 (Rupees two thousand four hundred seventy seven and fifteen paise) per option to Rs. 1690.40 (Rupees one thousand six hundred ninety and forty paise) per option i.e. the closing market price prevailing on the National Stock Exchange of India Limited (NSE), being the Stock Exchange that recorded the highest trading volumes in the Equity Shares of the Company on March 21, 2023 i.e. the day immediately preceding the date on which the proposal for repricing is considered by the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose for giving effect to this resolution.”

**ITEM No.:- 3**

**REPRICING OF STOCK OPTIONS GRANTED UNDER EQUITY STOCK OPTION PLAN FOR EMPLOYEES - 2022**

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

**“RESOLVED THAT** pursuant to the provision of Section 62 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, Regulation 7(5) read with 7(1) and (2) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation, 2021 (including the erstwhile regulation), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 as amended from time to time read with relevant circulars, notification issued thereunder, based on the recommendation of Nomination and Remuneration Committee and Board vide its Circular Resolution dated March 22, 2023, relevant provisions of Memorandum and Articles of Association of the Company and as per the Equity Stock Option Plan for Employees-2022 (“ESOP-2022”) of the Company as approved by Shareholders in its Annual General Meeting held on July 21, 2022 and for which the in-principal approval have been obtained from the Stock Exchanges for the entire options covered under “ESOP-2022”, and in accordance with the provision of any other applicable laws or regulations and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, if any, the consent and approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (which term shall include the Nomination and Remuneration Committee) to reprice the exercise price of 8,50,000 (Eight lakh fifty thousand) stock options granted under “ESOP-2022” (whether vested or not) from existing exercise price of Rs. 2241.25 (Rupees two thousand two hundred forty one and twenty five paise) per option to Rs. 1690.40 (Rupees one thousand six hundred ninety and forty paise) per option i.e. the closing market price prevailing on the National Stock Exchange of India Limited (NSE), being the Stock Exchange that recorded the highest trading volumes in the Equity Shares of the Company on March 21, 2023 i.e. the day immediately preceding the date on which the proposal for repricing is considered by the Nomination and Remuneration Committee.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose for giving effect to this resolution.”

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

**Sd/-  
Sharad Pathak**

**Company Secretary and Compliance Officer  
(M. No. FCS-9587)**

**Date:- April 03, 2023  
Place:-Jaipur**

**Registered and Corporate Office:**  
201-202, 2nd Floor, South End Square,  
Mansarovar Industrial Area, Jaipur 302 020, Rajasthan, India  
CIN: L65922RJ2011PLC034297  
Tel: +91 14 1661 8888  
E-mail: [investorrelations@aavas.in](mailto:investorrelations@aavas.in)|Website: [www.aavas.in](http://www.aavas.in)

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules related thereto, setting out all material facts and the reason in respect of the items of Special Businesses as set out in the items of this Postal Ballot Notice is annexed for your consideration.
2. Pursuant to provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India and other relevant circulars, has inter alia permitted the Company to conduct Postal Ballot in electronic form. The Company has engaged the services of NSDL as the agency to provide e-voting facility.
3. The Board of Directors of the Company ("the Board") has appointed Mr. Rupesh Agarwal (Membership No. ACS 16302) Practicing Company Secretary and Managing Partner of Chandrasekaran Associates, Company Secretaries failing him Mr. Shashikant Tiwari (Membership No. F11919) Practicing Company Secretary and Partner of Chandrasekaran Associates, Company Secretaries as the Scrutinizer ("the Scrutinizer") for conducting Postal Ballot process in a fair and transparent manner.
4. The Scrutinizer will submit his report to the Chairperson or to any other person of the Company authorized by Chairperson after scrutinizing the voting through e-voting. The result of the Postal Ballot shall be declared on or before May 11, 2023 (within 2 (two) working days or not later than 3 (three) days, whichever is earlier, from the end of e-voting period) and communicated to the BSE Limited, National Stock Exchange of India Limited ("Stock Exchanges") and Link Intime India Private Limited, Registrar and Share Transfer Agent (RTA) and shall also be displayed on the Company's website at [www.aavas.in](http://www.aavas.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on the said date.
5. The period for remote e-voting starts from April 09, 2023 at 09:00 AM. IST and ends on, May 08, 2023 at 05:00 PM. IST and e-voting shall be disabled by NSDL for voting thereafter. Each Shareholder's voting rights shall be reckoned in proportion to his/her share of the paid up equity share capital of the Company as on cut-off date i.e. March 31, 2023, which will only be considered to avail the facility of Postal Ballot/ e-voting.
6. Resolution passed by the Shareholders through e-voting is deemed to have been passed as if the same have been passed at a General Meeting of the Company. The resolution, if passed by the requisite majority, shall be deemed to have been passed on May 08, 2023 i.e. the last date specified for receipt of votes through e-voting process.
7. All relevant documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are available for inspection electronically upto the date of the last day of e-voting i.e. May 08, 2023. Shareholders seeking inspection may send an e-mail to [investorrelations@aavas.in](mailto:investorrelations@aavas.in) from their registered e-mail address, stating their Name and Folio No./ DP ID- Client ID/ Beneficiary ID.
8. In line with MCA Circulars and pursuant to provisions of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent to all the Shareholders of the Company who have registered their e-mail address with the Company/ Registrar and Share Transfer Agent/ Depository/ Depository Participant and whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Ltd ("CDSL") as on March 31, 2023 ("cut-off date"). Physical copy of Notice of Postal Ballot, Business Reply Envelope and Postal Ballot form is not being sent to the Shareholders who have not registered their e-mail IDs.

9. Shareholders holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP). Further, all the shares of the Company as on the cut-off date i.e. March 31, 2023, are held in demat mode, hence the process for registration of email-id by Shareholders holding shares in physical form are not mentioned in this notice.
10. The Postal Ballot Notice will also be available on the Company's website at [www.aavas.in](http://www.aavas.in) as well as the websites of the stock exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) ("Stock Exchanges") and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), the agency providing the remote e-voting services.
11. Dispatch of the Notice shall be deemed to be completed on Thursday, April 06, 2023
12. Shareholders are requested to record their ASSENT (For) or DISSENT (Against) on the resolution(s) set out in the Postal Ballot Notice through remote e-voting, not later than 05:00 PM. (IST) on May 08, 2023, after which the remote e-voting shall not be allowed by NSDL.
13. Once the vote on a resolution is cast by the Shareholder, he/she shall not be allowed to change it subsequently or cast the vote again.
14. In case of any queries or grievances in relation to the resolutions proposed to be passed by Postal Ballot, Shareholders may write to the Company Secretary at the e-mail id [investorrelations@aavas.in](mailto:investorrelations@aavas.in).

**Remote e-voting instruction for Shareholder are as under:-**

*The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:*





**Step 1: Access to NSDL e-voting system**

**A) Login method for e-voting for Individual Shareholders holding securities in demat mode**

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

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

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

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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.</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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

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



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

## **Step 2: Cast your vote electronically on NSDL e-voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period.
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 [rupesh@cacsindia.com](mailto:rupesh@cacsindia.com) / [shashikant@cacsindia.com](mailto:shashikant@cacsindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Ms. Prajakta Pawle) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 [investorrelation@aavas.in](mailto:investorrelation@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 [investorrelation@aavas.in](mailto:investorrelation@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 for Individual Shareholders holding securities in demat mode.**
3. Alternatively Shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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

### **ITEM NO. 1**

In order to motivate the employees of the Company and align their interests with the long term growth and financial success of the Company, and to retain and reward the best available talent, the Company had implemented the Equity Stock Option Plan for Employees-2020 ("**ESOP-2020**") which was approved *vide* Special Resolution passed by the Shareholders of the Company in the 10<sup>th</sup> Annual General Meeting of the Company held on July 22, 2020. The Nomination and Remuneration Committee ("**NRC**") had granted entire 3,00,000 options to eligible employees under ESOP-2020 at an exercise price of Rs. 2887.05 per option. However, over time, the price of shares of the Company has fallen below the exercise price under ESOP-2020 as determined by the NRC, as a result of which the Equity Stock Options ("**ESOPs**") granted to the eligible employees under ESOP-2020 no longer serve the aforesaid purpose for which ESOP-2020 was formulated, and have become unattractive for the eligible employees.

The Company was an early mover in the business of affordable housing finance which was largely due to the tireless efforts and dedication of the management and employees of the Company in building its platform. The Board of Directors of the Company now intends to prepare the Company for its vision to become one of India's largest affordable housing finance player and emerge victorious in a highly competitive market, while maintaining our entrepreneurial spirit i.e. Aavas 3.0. With this background, and with a view to attract, retain and motivate the critical talent of the Company it would be prudent to reprice the entire options granted under ESOP-2020 (whether vested or not) on the basis of the current market price.

As per Regulation 7(5) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time and clause 10.1 of ESOP-2020, the Company can reprice the options issued under ESOP-2020, provided it has taken the approval of its Shareholders by way of a Special Resolution. We hereby inform you that there is no variation in the terms of ESOP-2020, and all the features of the ESOP-2020 scheme remain the same as originally approved by the Shareholders of the Company in their meeting held on July 22, 2020.

Accordingly, the Company proposes to reprice 3,00,000 options granted to its eligible employees under ESOP-2020 down from Rs. 2887.05 per option to Rs. 1690.40 per option, i.e., the closing market price prevailing on the National Stock Exchange of India Limited (NSE) (being the Stock Exchange that recorded the highest trading volumes in the equity shares of the Company) on March 21, 2023, i.e. the day immediately preceding the date on which the proposal for repricing was considered by the NRC. The aforesaid proposal was approved and recommended by the NRC and the Board of Directors of the Company *vide* their respective resolutions dated March 22, 2023.

No options under ESOP-2020 have been exercised and the aforesaid proposal would be beneficial and is not detrimental to the interests of the eligible employees of the Company. Further, the proposal will not affect the Company's financial statements and will not have any material impact on the overall ESOP cost.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way (or may be deemed to be) concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Postal Ballot Notice except to the extent of the stock options granted to some of them under ESOP-2020 and to the extent of their Shareholding in the Company.

The Board of Directors of the Company recommends the Special Resolution as set out at Item No. 1 of the Postal Ballot Notice for approval of the Shareholders of the Company.

## **ITEM NO. 2**

In order to motivate the employees of the Company and align their interests with the long term growth and financial success of the Company, and to retain and reward the best available talent, the Company had implemented the Equity Stock Option Plan for Employees -2021 ("**ESOP-2021**") which was approved *vide* Special Resolution passed by the Shareholders of the Company in the 11<sup>th</sup> Annual General Meeting of the Company held on August 10, 2021. The Nomination and Remuneration Committee ("**NRC**") had granted entire 3,00,000 options to eligible employees under ESOP-2021 at an exercise price of Rs. 2477.15 per option. However, over time, the price of shares of the Company has fallen below the exercise price under ESOP-2021 as determined by the NRC, as a result of which the Equity Stock Options ("**ESOPs**") granted to the eligible employees under ESOP-2021 no longer serve the aforesaid purpose for which ESOP-2021 was formulated, and have become unattractive for the eligible employees.

The Company was an early mover in the business of affordable housing finance which was largely due to the tireless efforts and dedication of the management and employees of the Company in building its platform. The Board of Directors of the Company now intends to prepare the Company for its vision to become one of India's largest affordable housing finance player and emerge victorious in a highly competitive market, while maintaining our entrepreneurial spirit i.e. Aavas 3.0. With this background, and with a view to attract, retain and motivate the critical talent of the Company it would be prudent to reprice the entire options granted under ESOP-2021 (whether vested or not) on the basis of the current market price.

As per Regulation 7(5) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time and clause 10.1 of ESOP-2021, the Company can reprice the options issued under ESOP-2021, provided it has taken the approval of its Shareholders by way of a Special Resolution. We hereby inform you that there is no variation in the terms of ESOP-2021, and all the features of the ESOP-2021 scheme remain the same as originally approved by the Shareholders of the Company in their meeting held on August 10, 2021.

Accordingly, the Company proposes to reprice 3,00,000 options granted to its eligible employees under ESOP-2021 down from Rs. 2477.15 per option to Rs. 1690.40 per option, i.e., the closing market price prevailing on the National Stock Exchange of India Limited (NSE) (being the Stock Exchange that recorded the highest trading volumes in the equity shares of the Company) on March 21, 2023, i.e. the day immediately preceding the date on which the proposal for repricing was considered by the NRC. The aforesaid proposal was approved and recommended by the NRC and the Board of Directors of the Company *vide* their respective resolutions dated March 22, 2023.

No options under ESOP-2021 have been exercised and the aforesaid proposal would be beneficial and is not detrimental to the interests of the eligible employees of the Company. Further, the proposal will not affect the Company's financial statements and will not have any material impact on the overall ESOP cost.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way (or may be deemed to be) concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Postal Ballot Notice except to the extent of the stock options granted to some of them under ESOP-2021 and to the extent of their Shareholding in the Company.

The Board of Directors of the Company recommends the Special Resolution as set out at Item No. 2 of the Postal Ballot Notice for approval of the Shareholders of the Company.

## **ITEM NO. 3**

In order to motivate the employees of the Company and align their interests with the long term growth and financial success of the Company, and to retain and reward the best available talent, the Company had implemented the Equity Stock Option Plan for Employees-2022 ("**ESOP-2022**") which was approved *vide* Special Resolution passed by the Shareholders of the Company in the 12<sup>th</sup> Annual General Meeting of the Company held on July 21, 2022. The Nomination and Remuneration Committee ("**NRC**") had granted entire 8,50,000 options to eligible employees under ESOP-2022 at an exercise price of Rs. 2241.25 per option. However, over time, the price of shares of the Company has fallen below the exercise price under

ESOP-2022 as determined by the NRC, as a result of which the Equity Stock Options (“ESOPs”) granted to the eligible employees under ESOP-2022 no longer serve the aforesaid purpose for which ESOP-2022 was formulated, and have become unattractive for the eligible employees.

The Company was an early mover in the business of affordable housing finance which was largely due to the tireless efforts and dedication of the management and employees of the Company in building its platform. The Board of Directors of the Company now intends to prepare the Company for its vision to become one of India’s largest affordable housing finance player and emerge victorious in a highly competitive market, while maintaining our entrepreneurial spirit i.e. Aavas 3.0. With this background, and with a view to attract, retain and motivate the critical talent of the Company it would be prudent to reprice the entire options granted under ESOP-2022 (whether vested or not) on the basis of the current market price.

As per Regulation 7(5) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time and clause 10.1 of ESOP-2022, the Company can reprice the options issued under ESOP-2022, provided it has taken the approval of its Shareholders by way of a Special Resolution. We hereby inform you that there is no variation in the terms of ESOP-2022, and all the features of the ESOP-2022 scheme remain the same as originally approved by the Shareholders of the Company in their meeting held on July 21, 2022.

Accordingly, the Company proposes to reprice 8,50,000 options granted to its eligible employees under ESOP-2022 down from Rs. 2241.25 per option to Rs. 1690.40 per option, i.e., the closing market price prevailing on the National Stock Exchange of India Limited (NSE) (being the Stock Exchange that recorded the highest trading volumes in the equity shares of the Company) on March 21, 2023, i.e. the day immediately preceding the date on which the proposal for repricing was considered by the NRC. The aforesaid proposal was approved and recommended by the NRC and the Board of Directors of the Company *vide* their respective resolutions dated March 22, 2023.

No options under ESOP-2022 have been exercised and the aforesaid proposal would be beneficial and is not detrimental to the interests of the eligible employees of the Company. Further, the proposal will not affect the Company’s financial statements and will not have any material impact on the overall ESOP cost.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way (or may be deemed to be) concerned or interested financially or otherwise, in the resolution set out at Item No. 3 of the Postal Ballot Notice except to the extent of the stock options granted to some of them under ESOP-2022 and to the extent of their Shareholding in the Company.

The Board of Directors of the Company recommends the Special Resolution as set out at Item No. 3 of the Postal Ballot Notice for approval of the Shareholders of the Company.

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

**Sd/-  
Sharad Pathak  
Company Secretary and Compliance Officer  
(M.No. FCS-9587)**

**Date: April 03, 2023**

**Place: Jaipur**

**Registered and Corporate Office:**

201-202, 2nd Floor, South End Square,  
Mansarovar Industrial Area, Jaipur 302 020, Rajasthan, India  
CIN: L65922RJ2011PLC034297  
Tel: +91 14 1661 8800  
E-mail: [investorrelations@aavas.in](mailto:investorrelations@aavas.in) | Website: [www.aavas.in](http://www.aavas.in)