

Ref. No. AAVAS/SEC/2021-22/783

Date: November 02, 2021



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| To, The National Stock Exchange of India Limited The Listing Department Exchange Plaza, Bandra Kurla Complex, Mumbai - 400051 Scrip Symbol: AAVAS | To, BSE Limited Dept. of Corporate Services Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001 Scrip Code: 541988 |
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Dear Sir / Madam,

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015-Postal Ballot Notice

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated October 28, 2021, which is being sent to the Members of the Company.

Postal Ballot Notice is being sent only through electronic mode to the Members whose names appear in the Register of Members and whose email id is registered with the Company / Depositories as on Friday, October 29, 2021 ("Cut-off Date").

The e-voting facility will be available during the following period:


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| Commencement of e-voting | Wednesday, November 03, 2021, 9:00 a.m. (IST) |
| End of e-voting | Thursday, December 02, 2021, 5:00 p.m. (IST) |

The Postal Ballot Notice is also available on the website of the Company at www.aavas.in

Kindly take the same on record.

Thanking You,

For Aavas Financiers Limited


Sharad Pathak
Company Secretary and Compliance Officer
FCS-9587

AAVAS FINANCIERS LIMITED

(Formerly known as "Au HOUSING FINANCE LIMITED")

An ISO 9001: 2015 Certified Company | CIN NO.: L65922RJ2011PLC034297

Regd. & Corp. Office: 201-202, 2nd Floor, Southend Square,

Mansarovar Industrial Area, Jaipur-302020

Tel: +91 141 661 8888 | E-Mail: info@aavas.in, Website: www.aavas.in





AAVAS FINANCIERS LIMITED

CIN: L65922RJ2011PLC034297

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

Tel: +91 14 1661 8800 Fax: +91 14 1661 8861

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

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the “**Act**”) read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (the “**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”) and the relaxation, clarifications and guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) vide General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 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 and General Circular No. 10/2021 dated June 23, 2021 (“**MCA Circulars**”) and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (“**SEBI Circulars**”) and other applicable laws and regulations, if any for seeking approval of Members of Aavas Financiers Limited (the “**Company**”) to propose the resolution appended below through postal ballot and being unavoidable in nature only by voting through electronic means (“**remote e-voting**”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice (the “**Notice**”) is being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company/Depositories as on Friday, October 29, 2021 (“**Cut-off date**”). If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The detailed explanatory statement pertaining to the resolution setting out the material facts concerning the item and the reasons thereof are annexed hereto for your consideration.

The remote e-voting period will commence from 9:00 A.M. (IST) on Wednesday, November 3, 2021 and ends at 5:00 P.M. (IST) on Thursday, December 2, 2021. The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for providing e-voting facility to the Members of the Company. The e-voting facility is available at the link www.evoting.nsdl.com Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder.

The Board of Directors of the Company (“**the Board**”) has appointed Mr. Rupesh Agarwal (Membership No. ACS 16302; COP No.: 5673) Practicing Company Secretary and Managing Partner of Chandrasekaran Associates, Company Secretaries, failing him Mr. Shashikant Tiwari (Membership No. ACS 28994; COP No.: 13050) Practicing Company Secretary and Partner of Chandrasekaran Associates, Company Secretaries as the

Scrutinizer (“**the Scrutinizer**”) for conducting the postal ballot / e-voting process in accordance with applicable law, in a fair and transparent manner.

The results of the postal ballot shall be declared not later than 2 working days from the conclusion of remote e-voting and will be communicated to the BSE Limited, National Stock Exchange of India Limited (“**Stock Exchanges**”) and shall also be displayed on the Company’s website at www.aavas.in and on the website of NSDL i.e. at www.evoting.nsdl.com .The results of the Postal Ballot will also be displayed at the Registered Office of the Company.

The resolution, if approved, will be taken as passed effectively on the last date of e-voting, i.e. Thursday, December 02, 2021 (“deemed date of passing of the resolution”).

SPECIAL BUSINESS:

1. TO APPROVE THE APPOINTMENT OF M/S. WALKER CHANDIOK & CO LLP, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated April 27, 2021 issued by the Reserve Bank of India (“RBI”) and Frequently Asked Questions dated June 11, 2021 (“RBI Guidelines”), including any amendment, modification, variation or re-enactment thereof, on the basis of recommendation of the Audit Committee and the Board of Directors of the Company and subject to necessary compliances, M/s. Walker ChandioK & Co LLP, Chartered Accountants (Firm’s Registration No. 001076N/N500013) issued by (The Institute of Chartered Accountants of India) be and are hereby appointed as the Statutory Auditors of the Company for a period of 3 (three) consecutive years to hold office with effect from the date of passing of this resolution until the conclusion of the 14th Annual General Meeting of the Company, subject to their continuity of fulfilment of the applicable eligibility norms, for a fee of Rs. 53,00,000 (Fifty-Three Lakhs only) towards statutory audit, limited review and consolidation of accounts for the Financial Year 2021-22. The said fees shall exclude certification fees, applicable taxes, reimbursements and other outlays.

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

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

**Sd/-
Sharad Pathak
Company Secretary & Compliance Officer
(FCS-9587)**

Date- October 28, 2021
Place- Jaipur

Registered and Corporate Office:

201-202, 2nd Floor, Southend Square,
Mansarovar Industrial Area, Jaipur 302020, Rajasthan, India
CIN: L65922RJ2011PLC034297
Tel: +91 14 1661 8800 Fax: +91 14 1661 8861
E-mail: investorrelations@aavas.in | Website: www.aavas.in

NOTES:

1. The explanatory statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 in respect to the special business is annexed herewith and forms part of this notice. Notice shall also be available on the website of the Company at www.aavas.in and on the website of NSDL at www.evoting.nsdl.com shall also be available on the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Ltd. (www.nseindia.com)
2. On account of the outbreak of the COVID-19 pandemic and in accordance guidelines prescribed by Ministry of Corporate Affairs (the "MCA") vide General Circular No. 14/2020 dated April 08, 2020 , General Circular No. 17/2020 dated April 13, 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 and General Circular No. 10/2021 dated June 23, 2021 ("MCA Circulars") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ('SEBI Circulars'), the Company is sending the Notice in electronic form only instead of dispatching hard copy of the Notice to the Members for this Postal Ballot.
3. Pursuant to provisions of the Companies (Management and Administration) Rules, 2014, the Notice is being sent through prescribed mode to all the Members of the Company whose name appears in the Register of Members/list of Beneficial Owners as on Friday, October 29, 2021 ("cut-off date"). Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice-for information purposes only.
4. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on Friday, October 29, 2021 ("cut-off date"). It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA general Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
6. The period for remote e-voting commences on Wednesday, November 3, 2021 at 09:00 A.M. (IST) and ends on Thursday, December 2, 2021 at 5:00 P.M. (IST). The remote e-voting module will be disabled thereafter and voting shall not be allowed beyond the aforementioned date and time. Once the member casts the vote on the resolution, they shall not be allowed to change it subsequently or cast the vote again.
7. The Board of the Company has appointed Mr. Rupesh Agarwal (Membership No. ACS 16302; COP No.: 5673) Practicing Company Secretary and Managing Partner of Chandrasekaran Associates, Company Secretaries, failing him Mr. Shashikant Tiwari (Membership No. ACS 28994; COP No.: 13050) Practicing Company Secretary and Partner of Chandrasekaran Associates, Company Secretaries to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairperson or any other person authorised by him after completion of the e-voting within 2 working days or 3 days, whichever is earlier, from the end of remote e-voting period. The Scrutinizer's decision on the validity of votes cast will be final. The results of the Postal Ballot will be announced by the Chairperson of the Company, or any other person authorised by him not later than 2 working days from the conclusion of remote e-voting.

9. The results of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website www.aavas.in and also on the website of NSDL at www.evoting.nsdl.com and shall be communicated to the Stock Exchanges where the Company's shares are listed. The results of the Postal Ballot will also be displayed at the registered office of the Company.
10. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at a General Meeting of the Company. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of voting. i.e. December 02, 2021.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investorrelations@aavas.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.

General information and instructions relating to remote e-voting

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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp 3. 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 |

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| | 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 options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022-23058738 or 022-23058542-43 |

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

Step 2: Cast your vote electronically 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

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 with a copy marked to evoting@nsdl.in

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.

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 call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre, Manager at 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 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 1

The Members of the Company at their 7th Annual General Meeting (AGM) held on July 26, 2017, had re-appointed M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 (five) years, to hold office from the conclusion of the 7th AGM until the conclusion of the 12th AGM of the Company. Accordingly, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants have completed four years out of their existing term.

The Reserve Bank of India (RBI) on April 27, 2021 had issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) (RBI Guidelines). Subsequently, the RBI had also released Frequently Asked Questions (FAQs) dated June 11, 2021, *inter alia* clarifying that the existing Statutory Auditors who have completed 3 years with an entity would not be able to continue as Auditors with effect from second half of the Financial Year 2021-22, even though they may not have completed their present tenure as approved by the Members of the said entity.

Consequently, in terms of the RBI Guidelines and related FAQs, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants shall not be eligible to continue as the Statutory Auditors of the Company with effect from the second half of the Financial Year 2021-22 and hence vide their letter dated October 19, 2021, they have tendered their resignation which would come into effect from November 10, 2021 after furnishing all requisite certifications, tax audit reports and any other required documents for the relevant period and that they have submitted Limited Review Report for the Quarter and Half Year ended September 30, 2021.

The Audit Committee and the Board of Directors have taken note of the said resignation in their respective meetings held on October 28, 2021 and also the fact that there were no reasons specified by them for the resignation apart from the eligibility requirements prescribed under the RBI Guidelines.

In accordance with the requirement of the aforesaid RBI Guidelines, the Audit Committee and Board of Directors have recommended the appointment of M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), ("WCC LLP" or "the Firm") to act as the Statutory Auditors of the Company for a period of 3 (three) consecutive years and to hold office with effect from the date of passing of Resolution, until the conclusion of the 14th AGM of the Company to be held in the calendar year 2024, subject to the said firm continuing to fulfill the applicable eligibility norms.

M/s. Walker Chandio & Co LLP, Chartered Accountants, is a partnership firm established in 1935. With 13 offices across the country, 53 partners and a team of over 1,500 people, WCC provides audit, tax and advisory services in India. The firm has experience across a range of industries, market segments, and geographical corridors. WCC LLP has a significant experience of auditing companies in the financial services sector including banks, NBFCs, insurance and assets management companies.

WCC LLP, have consented to the said appointment and issued a certificate along with relevant information as mentioned in the RBI Guidelines, to the effect that the appointment, if made, shall be in accordance with the conditions as prescribed in Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014. They have also confirmed that they meet the criteria for independence, eligibility and qualification as prescribed in Section 141 of the Companies Act, 2013 and the RBI Guidelines.

The fees proposed to be paid to WCC LLP, towards statutory audit, limited review and consolidation of accounts for the Financial Year 2021-22 shall be Rs. 53,00,000 (Fifty-Three Lakhs only). The said fees shall exclude certification fees, applicable taxes, reimbursements and other outlays. It must be noted that the approval of the Members will be sought at the 12th AGM for payment of audit fee for the Financial Years 2022-23 and 2023-24.

The Board, accordingly, recommends the appointment of WCC LLP, as Statutory Auditors of the Company including payment of audit fees to them for the Financial Year 2021-22 as set out at Resolution no. 1 of this Notice, respectively for the approval of the Members.

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

Disclosure under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as under:

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|--|---|
| Proposed statutory audit fees payable to the auditors | The fees proposed to be paid to WCC LLP, towards statutory audit, limited review and consolidation of accounts for the Financial Year 2021-22 shall be Rs. 53,00,000 (Fifty-Three Lakhs only). The said fees shall exclude certification fees, applicable taxes, reimbursements and other outlays. |
| Terms of appointments | In accordance with the requirement of the RBI Guidelines, the Audit Committee and Board of Directors have recommended the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, to act as the Statutory Auditors of the Company for a period of 3 (three) consecutive years and to hold office with effect from the date of passing of Resolution, until the conclusion of the 14 th AGM of the Company to be held in the calendar year 2024, subject to the said firms continuing to fulfill the applicable eligibility norms. |
| Material change in the fees payable to the new auditor | There is no material change in the fees payable to new auditor. |
| Basis of recommendation and auditor credentials | The recommendations are based on the fulfillment of the eligibility criteria prescribed by RBI guidelines and the Companies Act, 2013. Auditor's credentials: M/s. Walker Chandiok & Co LLP, Chartered Accountants, is a partnership firm established in 1935. With 13 offices across the country, 53 partners and a team of over 1,500 people, WCC provides audit, tax and advisory services in India. The firm has experience across a range of industries, market segments, and geographical corridors. WCC LLP has a significant experience of auditing companies in the financial services sector including banks, NBFCs, insurance and assets management companies. |

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

**Sd/-
Sharad Pathak
Company Secretary & Compliance Officer
(FCS-9587)**

Date- October 28, 2021
Place- Jaipur

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