

**Ref. No. AAVAS/SEC/2019-20/168**



**Date: August 06, 2019**

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

Dear Sir /Madam,

**Sub: Submission of revised Voting Result of 09<sup>th</sup> Annual General Meeting (AGM) of the Company along with Scrutinizer Report**

**Ref: Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

With reference to our letter bearing reference no. "AAVAS/SEC/2019-20/163" dated August 03, 2019 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the revised voting result of the 09<sup>th</sup> AGM of the Company (including voting by electronic means) in respect of the resolutions mentioned in the AGM Notice dated June 19, 2019 along with consolidated Scrutinizer's Report dated August 02, 2019 on electronic voting and voting in AGM.

In continuation of the above, please be informed that all the resolutions mentioned in the aforesaid AGM Notice have been passed with requisite majority.

Further please note that the enclosed information shall also be available on the website of the company: [www.aavas.in](http://www.aavas.in)

You are requested to take the same on record.

Thanking You,  
For Aavas Financiers Limited

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



**Enclosed: a/a**

**AAVAS FINANCIERS LIMITED**

**AGM Voting Result**

<b>Date of the AGM</b>	Thursday, August 01, 2019
<b>Total No. of Shareholders on record date</b>	As of the cut-off date i.e. July 26, 2019 12,162
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoter and Promoter Group:	3
Public:	53
<b>No of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group:	Not Applicable
Public:	

**Agenda wise Disclosure**



## Aavas Financiers Limited

1 - To consider and adopt:

a. The audited financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon; and

b. The audited consolidated financial statements for the financial year ended March 31, 2019 together with the report of the Auditors thereon.

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	17523683	86.3241	17523683	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17523683</b>	<b>86.3241</b>	<b>17523683</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>74173059</b>	<b>94.9623</b>	<b>74173059</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Aavas Financiers Limited

**Resolution Required : (Ordinary)**

**2 - To appoint a Director in place of Mr. Ramachandra Kasargod Kamath (DIN: 01715073), who retires by rotation and being eligible, offers himself for re-appointment as Director.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**NO**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	16753180	82.5285	10141867	6611313	60.5370	39.4630
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16753180</b>	<b>82.5285</b>	<b>10141867</b>	<b>6611313</b>	<b>60.5370</b>	<b>39.4630</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>73402556</b>	<b>93.9758</b>	<b>66791243</b>	<b>6611313</b>	<b>90.9931</b>	<b>9.0069</b>



## Aavas Financiers Limited

Resolution Required : (Ordinary)		3 - To appoint a Director in place of Mr. Vivek Vig (DIN: 01117418), who retires by rotation and being eligible, offers himself for re-appointment as Director.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	16713023	82.3307	9677429	7035594	57.9035	42.0965
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16713023</b>	<b>82.3307</b>	<b>9677429</b>	<b>7035594</b>	<b>57.9035</b>	<b>42.0965</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>73362399</b>	<b>93.9244</b>	<b>66326805</b>	<b>7035594</b>	<b>90.4098</b>	<b>9.5902</b>



## Aavas Financiers Limited

Resolution Required : (Special)		4 - To approve Alteration in Articles of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	17523683	86.3241	17523683	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17523683</b>	<b>86.3241</b>	<b>17523683</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>74173059</b>	<b>94.9623</b>	<b>74173059</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Aavas Financiers Limited

Resolution Required : (Ordinary)		5 - To approve change in designation of Mr. Sushil Kumar Agarwal from 'Whole Time Director and Chief Executive Officer' to 'Managing Director and Chief Executive Officer' of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	16753180	82.5285	16753180	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16753180</b>	<b>82.5285</b>	<b>16753180</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>73402556</b>	<b>93.9758</b>	<b>73402556</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Aavas Financiers Limited

Resolution Required : (Special)		6 - To approve increase in the borrowing powers in excess of Paid-up Share Capital , Free Reserve and Securities Premium of the Company under section 180(1)(c) of the Companies Act, 2013.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	17523683	86.3241	14616073	2907610	83.4075	16.5925
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17523683</b>	<b>86.3241</b>	<b>14616073</b>	<b>2907610</b>	<b>83.4075</b>	<b>16.5925</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>74173059</b>	<b>94.9623</b>	<b>71265449</b>	<b>2907610</b>	<b>96.0800</b>	<b>3.9200</b>





## Aavas Financiers Limited

Resolution Required : (Special)		7 - To approve creation of charges on assets of the Company under section 180(1)(a) of the Companies Act, 2013 to secure borrowings made/to be made under section 180(1)(c) of the Companies Act, 2013.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	17523683	86.3241	14616073	2907610	83.4075	16.5925
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17523683</b>	<b>86.3241</b>	<b>14616073</b>	<b>2907610</b>	<b>83.4075</b>	<b>16.5925</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>74173059</b>	<b>94.9623</b>	<b>71265449</b>	<b>2907610</b>	<b>96.0800</b>	<b>3.9200</b>



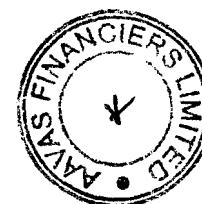
## Aavas Financiers Limited

Resolution Required : (Special)		8 - To approve issuance of Non-Convertible Debentures, in one or more tranches / issuances on Private Placement Basis.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	17523683	86.3241	17477145	46538	99.7344	0.2656
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>17523683</b>	<b>86.3241</b>	<b>17477145</b>	<b>46538</b>	<b>99.7344</b>	<b>0.2656</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>74173059</b>	<b>94.9623</b>	<b>74126521</b>	<b>46538</b>	<b>99.9373</b>	<b>0.0627</b>



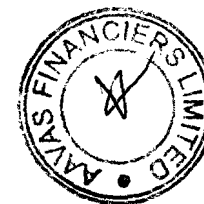
## Aavas Financiers Limited

Resolution Required : (Ordinary)		9 - To approve fixing of Commission payable to Non-Executive Directors of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	16753180	82.5285	15849950	903230	94.6086	5.3914
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16753180</b>	<b>82.5285</b>	<b>15849950</b>	<b>903230</b>	<b>94.6086</b>	<b>5.3914</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>73402556</b>	<b>93.9758</b>	<b>72499326</b>	<b>903230</b>	<b>98.7695</b>	<b>1.2305</b>



## Aavas Financiers Limited

Resolution Required : (Special)		10 - To approve "Equity Stock Option Plan For Employees 2019" ("ESOP-2019") of Aavas Financiers Limited.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	45532830	45532830	100.0000	45532830	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>45532830</b>	<b>100.0000</b>	<b>45532830</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	20299879	16753180	82.5285	16261641	491539	97.0660	2.9340
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>16753180</b>	<b>82.5285</b>	<b>16261641</b>	<b>491539</b>	<b>97.0660</b>	<b>2.9340</b>
Public Non Institutions	E-Voting	12275192	11021652	89.7880	11021652	0	100.0000	0.0000
	Poll		94894	0.7731	94894	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11116546</b>	<b>90.5611</b>	<b>11116546</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>78107901</b>	<b>73402556</b>	<b>93.9758</b>	<b>72911017</b>	<b>491539</b>	<b>99.3304</b>	<b>0.6696</b>





**SCRUTINIZER'S REPORT**

To,  
The Chairman of  
Ninth Annual General Meeting of the Shareholders of Aavas Financiers Limited held on Thursday, August 01, 2019 at 03:30 P.M. (IST) at Clarks Brij Convention Centre (CBCC), Hotel Clarks Amer, Jawahar Lal Nehru Marg, Near Jaipur Airport, Jaipur- 302018 (Rajasthan) ("AGM").

**Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the AGM**

The Board of Directors of Aavas Financiers Limited (hereinafter referred to as "the Company"), had appointed me as the scrutinizer on Wednesday, June 19, 2019 for the remote e-voting process as well as to scrutinize the physical ballot forms and electronic voting conducted at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (hereinafter referred to as "Rule 20") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Report on Scrutiny:**

- The Company had appointed Link Intime India Private Limited (hereinafter referred to as "LIPL"), Registrar and Share Transfer Agent ("RTA") of the Company, as the Service Provider, for the purpose of extending the facility of remote e-voting to the shareholders of the Company.
- The Service Provider had provided a system (instaVote) for recording the votes of the Shareholders electronically on all the items of the business (both Ordinary and Special Business) sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website, <https://www.instavote.linkintime.co.in>. The Company had uploaded the items of the business to be transacted at the AGM on the website of the Company and also of the Service Provider to facilitate their Shareholders to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Tuesday, June 25, 2019 and as on that date, there were 11,400 (Eleven Thousand and Four Hundred) shareholders of the Company. The RTA of the Company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to 9,562 (Nine Thousand Five Hundred and Sixty Two) shareholders whose email IDs were made available by the two Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Ltd ("CDSL"). In respect of 1,838 (One Thousand Eight Hundred and Thirty Eight) Shareholders whose email-IDs were not available, notices were sent by Courier. In respect of where transmissions through email had failed and in respect of shareholders who have requested for a physical copy of Annual Report, the Company had sent the Notice of the AGM along with Annual Report and e-voting details through physical form by Courier.

Further, as confirmed by the management, there were 49 such envelopes containing notice of AGM which were returned undelivered.

- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.





- The Cut-off date for the purpose of Identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Friday, July 26, 2019. The remote e-voting period remained open from Sunday, July 28, 2019 at 9:00 A.M. (IST) and ended on Wednesday, July 31, 2019 at 05:00 P.M. (IST).
- The Company completed the dispatch of the notices to the shareholders by Friday, July 05, 2019.
- As prescribed in clause (v) of sub rule 4 of Rule 20 of The Companies (Management and Administration) Rules, 2014, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in "Financial Express", English newspaper in English language and in "Nafa Nuksan" and "Business Remedies", vernacular newspapers in vernacular language on Saturday, July 06, 2019. The notice published in the newspapers carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- At the end of the voting period on Wednesday, July 31, 2019 at 05:00 P.M. (IST), the voting portal of the Service Provider was blocked forthwith. The limited information for the Shareholders who have cast their votes, such as name, folio number of shares held was obtained from the Service Provider.
- At the venue of the AGM of the Company, the facility to vote electronically through ballot paper and polling pads was provided to facilitate those Shareholders present in the meeting but could not participate in the Remote e-voting to record their votes.
- After the voting at the AGM was concluded, ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and the ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the RTA of the Company and the authorizations/ proxies lodged with the Company. The polling pads were taken over by the Service Provider and the votes cast electronically was tabulated for the purpose of considering the total votes cast by the shareholders at the venue of the meeting.
- On August 01, 2019, after counting of the votes conducted at the venue of the AGM through ballot paper and electronically, the votes cast through remote e-voting were unblocked by me in the presence of 2 witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I have duly compiled details of the Remote e-voting carried out by the Shareholders and the physical and electronic voting done at the venue of the AGM, the details of which are as follows:



**Item No. 1: Ordinary Resolution:****To consider and adopt:**

- (a) The Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon; and
- (b) The Audited Consolidated Financial Statements for the Financial Year ended March 31, 2019 together with the report of Auditors thereon.

Total No. of shareholders/ folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period:	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	170	7,41,73,059

**NOTES:**

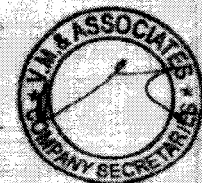
- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,75,23,683	86.32%	1,75,23,683	0	100%	0%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,41,73,059</b>	<b>94.96%</b>	<b>7,41,73,059</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%****RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%; I report that the Ordinary Resolution under Section 129 of the Companies Act, 2013 as set out at item no. 1 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**Item No. 2: Ordinary Resolution:**

To appoint a director in place of Mr. Ramachandra Kasargod Kamath (DIN: 01715073), who retires by rotation and being eligible, offers himself for re-appointment as director.

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	1	7,70,503
Net remote e-voting/ Polling at AGM(C-D)	E	169	7,34,02,556

**NOTES:**

- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes In Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,67,53,180	82.53%	1,01,41,867	66,11,313	60.54%	39.46%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,34,02,556</b>	<b>93.98%</b>	<b>6,67,91,243</b>	<b>6,61,1313</b>	<b>90.99%</b>	<b>9.01%</b>

Percentage of Votes cast in favour: 90.99% | Percentage of votes cast against: 9.01%

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 90.99%; I report that the Ordinary Resolution under Section 152 of the Companies Act, 2013 as set out at item no. 2 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.







**Item No. 3: Ordinary Resolution:**

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

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	2	8,10,660
Net remote e-voting/ Polling at AGM(C-D)	E	168	7,33,62,399

**NOTES:**

- There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,67,13,023	82.33%	96,77,429	70,35,594	57.90%	42.10%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,33,62,399</b>	<b>93.92%</b>	<b>6,63,26,805</b>	<b>70,35,594</b>	<b>90.41%</b>	<b>9.59%</b>

**Percentage of Votes cast in favour: 90.41% | Percentage of votes cast against: 9.59%**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 90.41%; I report that the Ordinary Resolution under Section 152 of the Companies Act, 2013 as set out at Item no. 3 In the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**Item No. 4: Special Resolution:**  
**To approve alteration in Articles of Association of the Company.**

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	-	-
Net remote e-voting/ Polling at AGM(C-D)	E	170	7,41,73,059

**NOTES:**

- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

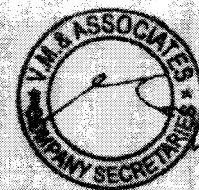
**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,75,23,683	86.32%	1,75,23,683	0	100%	0%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,41,73,059</b>	<b>94.96%</b>	<b>7,41,73,059</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the Special Resolution under Section 14 of the Companies Act, 2013 as set out at Item no. 4 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**Item No. 5: Ordinary Resolution:****To approve change in designation of Mr. Sushil Kumar Agarwal from 'Whole Time Director and Chief Executive Officer' to 'Managing Director and Chief Executive Officer'.**

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	1	7,70,503
Net remote e-voting/ Polling at AGM(C-D)	E	169	7,34,02,556

**NOTES:**

- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

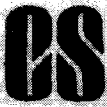
**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,67,53,180	82.53%	1,67,53,180	0	100%	0%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,34,02,556</b>	<b>93.98%</b>	<b>7,34,02,556</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

**Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0%****RESULT:-**

Since, the number of votes cast in favour of the resolution is 100%, I report that the Ordinary Resolution under Section 196, 197, 198 and 203 of the Companies Act, 2013 as set out at Item no. 5 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**Item No. 6: Special Resolution:**

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

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	-	-
Net remote e-voting/ Polling at AGM(C-D)	E	170	7,41,73,059

**NOTES:**

- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

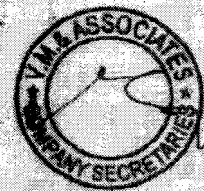
**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,75,23,683	86.32%	1,46,16,073	29,07,610	83.41%	16.59%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,41,73,059</b>	<b>94.96%</b>	<b>7,12,65,449</b>	<b>29,07,610</b>	<b>96.08%</b>	<b>3.92%</b>

**Percentage of Votes cast in favour: 96.08% | Percentage of votes cast against: 3.92%**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 96.08%, I report that the Special Resolution under Section 180(1)(c) of the Companies Act, 2013 as set out at item no. 6 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**Item No. 7: Special Resolution:**

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

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ Polling at AGM(C-D)	E	170	7,41,73,059

**NOTES:**

- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

**SUMMARY OF VOTING**

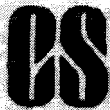
Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,75,23,683	86.32%	1,46,16,073	29,07,610	83.41%	16.59%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,41,73,059</b>	<b>94.96%</b>	<b>7,12,65,449</b>	<b>29,07,610</b>	<b>96.08%</b>	<b>3.92%</b>

**Percentage of Votes cast in favour: 96.08% | Percentage of votes cast against: 3.92%**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 96.08%, I report that the Special Resolution under Section 180(1)(a) of the Companies Act, 2013 as set out at Item no. 7 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**Item No. 8: Special Resolution:****To approve issuance of Non-Convertible Debentures, in one or more tranches/ Issuances on Private Placement Basis.**

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	-	-
Net remote e-voting/ Polling at AGM(C-D)	E	170	7,41,73,059

**NOTES:**

- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.  
(ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.  
(iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,75,23,683	86.32%	1,74,77,145	46,538	99.73%	0.27%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,41,73,059</b>	<b>94.96%</b>	<b>7,41,26,521</b>	<b>46,538</b>	<b>99.94%</b>	<b>0.06%</b>

**Percentage of Votes cast in favour: 99.94% | Percentage of votes cast against: 0.06%****RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.94%; I report that the Special Resolution under Section 42 and 71 of the Companies Act, 2013 as set out at Item no. 8 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**Item No. 9: Ordinary Resolution:****To approve fixing of Commission payable to Non-Executive Directors of the Company.**

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	1	7,70,503
Net remote e-voting/ Polling at AGM(C-D)	E	169	7,34,02,556

**NOTES:**

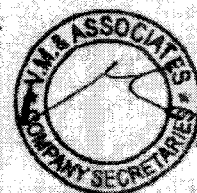
- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,67,53,180	82.53%	1,58,49,950	9,03,230	94.61%	5.39%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,34,02,556</b>	<b>93.98%</b>	<b>7,24,99,326</b>	<b>9,03,230</b>	<b>98.77%</b>	<b>1.23%</b>

**Percentage of Votes cast in favour: 98.77% | Percentage of votes cast against: 1.23%****RESULT:-**

Since, the number of votes cast in favour of the resolution is 98.77%, I report that the Ordinary Resolution under Section 197 and 198 of the Companies Act, 2013 as set out at Item no. 9 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.





**Item No. 10: Special Resolution:**

To approve "Equity Stock Option Plan For Employees 2019" ("ESOP- 2019") of Aavas Financiers Limited.

Total No. of shareholders/folios	12,162		
Total No. of Shares	7,81,07,901		
Remote E-voting Period	From Sunday, July 28, 2019 at 09:00 A.M. (IST) to Wednesday, July 31, 2019 at 05:00 P.M. (IST)		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	156	7,40,78,165
Total Votes cast through Polling at AGM	B	14	94,894
Grand Total of remote e-voting / Polling at AGM(A+B)	C	170	7,41,73,059
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	1	7,70,503
Net remote e-voting/ Polling at AGM(C-D)	E	169	7,34,02,556

**NOTES:**

- (i) There is no case where the shareholder has voted both through remote e-voting and voting at AGM.
- (ii) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (iii) Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.

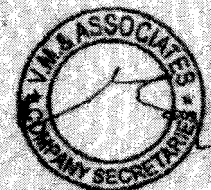
**SUMMARY OF VOTING**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	4,55,32,830	4,55,32,830	100%	4,55,32,830	0	100%	0%
Public- Institutional holders	2,02,99,879	1,67,53,180	82.53%	1,62,61,641	4,91,539	97.07%	2.93%
Public- others	1,22,75,192	1,11,16,546	90.56%	1,11,16,546	0	100%	0%
<b>Total</b>	<b>7,81,07,901</b>	<b>7,34,02,556</b>	<b>93.98%</b>	<b>7,29,11,017</b>	<b>4,91,539</b>	<b>99.33%</b>	<b>0.67%</b>

**Percentage of Votes cast in favour: 99.33% | Percentage of votes cast against: 0.67%**

**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.33%, I report that the Special Resolution under Section 62(1)(b) of the Companies Act, 2013 as set out at item no. 10 in the notice of AGM dated June 19, 2019 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.







All the Resolutions mentioned in the AGM Notice dated June 19, 2019 as per the results above stand passed under remote e-voting and voting conducted at AGM electronically and by way of Ballot Paper with the requisite majority and deemed to be passed as on the date of the AGM.


A soft copy, containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained/voted for lesser shares, for each resolution is being handed over to the Company separately.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through remote e-voting and voting conducted at AGM electronically and by way of Ballot Paper by the Shareholders of the Company. The Ballot Paper and all other relevant records relating to remote e-voting and electronic voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014.



I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and voting at AGM.

**For V. M. & Associates**  
**Company Secretaries**  
**(ICSI Unique Code P19846U0099200)**

  
**CS Manoj Maheshwari**  
**Scrutinizer**  
**FCS: 3355**  
**C.P. No.: 1971**



**For Aavas Financiers Limited**

  
  
**Sharad Pathak**  
**Company Secretary & Compliance Officer**  
**FCS 9587**  
**(As authorized by Chairman of the Board)**

**Place: Jaipur**  
**Date: August 02, 2019**