

Ref. No. AAVAS/SEC/2018-19/278



Date: January 02, 2019

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

Dear Sir / Madam,

Sub: Submission of consolidated Scrutinizer's Report dated December 31, 2018 on e-voting and voting through physical ballot.

Ref: To our letter AAVAS/SEC/2018-19/274 dated December 31, 2018.

The Company hereby informed that the company has submitted Voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 on December 31, 2018, but inadvertently the consolidated scrutinizer's report for the postal ballot dated October 26, 2018 has not been found in the referred intimation made to the Exchange.

Therefore the Company hereby enclose the consolidated Scrutinizer's Report on e-voting and voting through physical ballot.

Further please note that the enclosed report shall also be available on the website of the company: 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



Scrutinizer's Report

To,
The Chairman
Aavas Financiers Limited
(Formerly known as "Au HOUSING FINANCE LIMITED")
201-202, 2nd Floor, South End Square
Mansarovar Industrial Area
Jaipur - 302020 (Rajasthan)

Dear Sir,

Sub: Scrutinizer's Report on Passing of Resolutions through Postal Ballot

The Board of Directors of Aavas Financiers Limited (hereinafter referred to as "**the Company**") at its meeting held on Friday, October 26, 2018 has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the postal ballot forms to be received from the Shareholders pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) 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 Pvt. Ltd. (hereinafter referred to as "**Link Intime / Service Provider**") as the Service Provider for the purpose of extending the facility of remote e-voting to the Shareholders of the Company. Link Intime is also the Registrar and Share Transfer Agent (hereinafter referred to as "**RTA**") of the Company.
- The Service Provider had provided a system (instaVote) for recording the votes of the Shareholders electronically on the items of the business stated in the Postal Ballot Notice dated October 26, 2018.
- The Service Provider had set up electronic voting facility on their website, <https://instavote.linkintime.co.in>. The Company had uploaded all the items of the business to be transacted through Postal Ballot on the website of the Service Provider to facilitate their Shareholders to cast their vote through Remote e-voting.
- Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the Notice of Postal Ballot and E-voting dated October 26, 2018 having been sent to all the shareholders on or before November 30, 2018.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions contained in the Postal Ballot Notice was Monday, November 26, 2018. As stated in the Postal Ballot Notice, the Company fixed 17:00 Hours IST on Sunday, December 30, 2018 as the last date for receipt of Postal Ballot Forms and remote e-voting.





- As on the aforesaid cut-off date, there were 38,933 (Thirty Eight Thousand Nine Hundred and Thirty Three) Shareholders of the Company. The RTA of the Company had sent the Notices of the Postal Ballot along with E-Voting details by email to 31,417 (Thirty One Thousand Four Hundred and Seventeen) 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 7,516 (Seven Thousand Five Hundred and Sixteen) Shareholders whose email-IDs were not available, notices were sent by Speed Post. There were 2,693 cases where transmissions through email had failed.

Further, as confirmed by the RTA, there were 236 (Two Hundred and Thirty Six) such envelopes containing notice of Postal Ballot which were returned undelivered.

- The Company through RTA completed the dispatch of the notices to the Shareholders by Friday, November 30, 2018.
- As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the Company on Saturday, December 01, 2018, in "Financial Express", English newspaper in English language and in "Punjab Kesari" Vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot and e-voting Notice, by means of Speed Post and E-mail to the shareholders along with other related matters mentioned therein.
- The remote e-voting period commenced from Saturday, December 01, 2018 at 09:00 Hours IST and concluded on Sunday, December 30, 2018 at 17:00 Hours IST. The data was scrutinized by me for verification of votes cast in favour and against the resolution. I have downloaded the data of remote e-voting after the e-voting platform was disabled by Link Intime on December 30, 2018 at 17:00 Hours IST.
- I have received 52 (Fifty Two) Postal Ballot Forms from the shareholders during the period starting from Saturday, December 01, 2018 at 09:00 Hours IST and concluded on Sunday, December 30, 2018 at 17:00 Hours IST.
- The total number of fully paid up shares of the Company outstanding as on Monday, November 26, 2018 were 7,81,07,901. As on cut-off date, out of 38,933 (Thirty Eight Thousand Nine Hundred and Thirty Three) shareholders, 146 (One Hundred and Forty Six) shareholders have exercised their votes through remote e-voting and 52 (Fifty Two) shareholders have exercised their vote through Postal Ballot.

The details of results for the items placed for consideration by the shareholders are given below:





Item No 1: Ordinary Resolution:

Re-appointment of Mr. Sushil Kumar Agarwal as Whole-Time Director and Chief Executive Officer of the Company

Total No. of Shareholders/folios	38,933		
Total No. of Shares	7,81,07,901		
Receipt of postal Ballot Forms/e-voting	From December 01, 2018 at 9:00 Hours IST to December 30, 2018 at 17:00 Hours IST		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	146	7,21,13,826
Total Votes cast through Postal Ballot forms received	B	52	1,112
Grand Total of remote e-voting/Postal Ballot Form (A+B)	C	198	7,21,14,938
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	6	108
Net remote e-voting/Postal Ballot Forms (C-D)	E	192	7,21,14,830

NOTES:

- There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
- Invalid voting was not taken into account for counting of percentages of votes in favour or against.
- 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 POSTAL BALLOT

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	100.00	4,55,32,830	0	100.00	0.00
Public institutional holders	1,87,96,716	1,47,09,865	78.2576	1,47,09,865	0	100.00	0.00
Public-Others	1,37,78,355	1,18,72,135	86.1651	1,18,72,000	135	99.9989	0.0011
Total	7,81,07,901	7,21,14,830	92.3272	7,21,14,695	135	99.9998	0.0002

Percentage of Votes cast in favour: **99.9998%** | Percentage of votes cast against: **0.0002%**

RESULT:-

Since, the number of votes cast in favour of the resolution is **99.9998%**; I report that the Ordinary Resolution set out at item no. 1 in the notice of postal ballot dated October 26, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. December 30, 2018.





Item No 2: Special Resolution:

Ratification of Provisions of Articles of Association of the Company

Total No. of Shareholders/folios	38,933		
Total No. of Shares	7,81,07,901		
Receipt of postal Ballot Forms/e-voting	From December 01, 2018 at 9:00 Hours IST to December 30, 2018 at 17:00 Hours IST		
Total votes cast through remote e-voting	A	146	7,21,13,826
Total Votes cast through Postal Ballot forms received	B	52	1,112
Grand Total of remote e-voting/Postal Ballot Form (A+B)	C	198	7,21,14,938
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	15	3,52,124
Net remote e-voting/Postal Ballot Forms (C-D)	E	183	7,17,62,814

NOTES:

- There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
- Invalid voting was not taken into account for counting of percentages of votes in favour or against.
- 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.

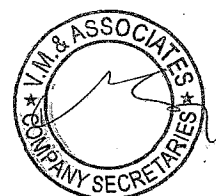
SUMMARY OF POSTAL BALLOT

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	100.00	4,55,32,830	0	100.00	0.00
Public institutional holders	1,87,96,716	1,43,57,903	76.3852	68,68,917	74,88,986	47.8407	52.1593
Public-Others	1,37,78,355	1,18,72,081	86.1647	1,18,72,009	72	99.9994	0.0006
Total	7,81,07,901	71,762,814	91.8765	6,42,73,756	74,89,058	89.5642	10.4358

Percentage of Votes cast in favour: **89.5642%** | Percentage of votes cast against: **10.4358%**

RESULT:-

Since, the number of votes cast in favour of the resolution is **89.5642%**; I report that the Special Resolution set out at item no. 2 in the notice of postal ballot dated October 26, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. December 30, 2018.





Item No 3: Special Resolution:

Ratification of Employee Stock Option Plans of the Company ("ESOP-2016")

Total No. of Shareholders/folios	38,933		
Total No. of Shares	7,81,07,901		
Receipt of postal Ballot Forms/e-voting	From December 01, 2018 at 9:00 Hours IST to December 30, 2018 at 17:00 Hours IST		
Total votes cast through remote e-voting	A	146	7,21,13,826
Total Votes cast through Postal Ballot forms received	B	52	1,112
Grand Total of remote e-voting/Postal Ballot Form (A+B)	C	198	7,21,14,938
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	8	144
Net remote e-voting/Postal Ballot Forms (C-D)	E	190	7,21,14,794

NOTES:

- There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
- Invalid voting was not taken into account for counting of percentages of votes in favour or against.
- 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 POSTAL BALLOT

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	100.00	4,55,32,830	0	100.00	0.00
Public institutional holders	1,87,96,716	1,47,09,865	78.2576	1,24,42,991	22,66,874	84.5894	15.4106
Public-Others	1,37,78,355	1,18,72,099	86.1648	1,18,71,982	117	99.9990	0.0010
Total	7,81,07,901	72,114,794	92.3271	6,98,47,803	22,66,991	96.8564	3.1436

Percentage of Votes cast in favour: **96.8564%** | Percentage of votes cast against: **3.1436%**

RESULT:-

Since, the number of votes cast in favour of the resolution is **96.8564%**; I report that the Special Resolution set out at item no. 3 in the notice of postal ballot dated October 26, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. December 30, 2018.





I further report that as per the Postal Ballot Notice dated October 26, 2018 and the Board Resolution dated October 26, 2018, the Company Secretary & Compliance Officer of the Company will declare and confirm the above results of voting by postal ballot and E-Voting in respect of the resolutions referred therein. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.aavas.in and on the website of Link Intime within 48 hours of passing of the resolutions and shall also be communicated to the Stock Exchange(s).

The register of postal ballot received till the close of the working hours of the last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the shareholders, total holding and the nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and mode of voting (postal ballot or e-voting both) and whether the shares have differential voting rights; in respect of the Resolution has been maintained.

I further report that the Company has duly complied with Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended) regarding procedure to be followed for conducting business through postal ballot. I further report that as per the said rules, the records maintained by me including the data as obtained from Link Intime, the service provider for the remote e-voting facility extended by them are in my safe custody which will be handed over to the Company after the Chairman approves and signs the minutes.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

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



For Aavas Financiers Limited
(Formerly known as "Au HOUSING FINANCE LIMITED")



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

Date: December 31, 2018
Place: Jaipur