

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF AAVAS FINANCIERS LIMITED UNDER REGULATIONS 3(1) AND 4 READ WITH REGULATION 13(1), 14 AND 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED

Open offer for acquisition of up to 20,739,711 fully paid up equity shares of face value of INR 10 each (“*Equity Shares*”) of Aavas Financiers Limited, a company registered under the Companies Act, 1956 and having its registered office at 201-202, 2nd Floor, South End Square, Mansarovar Industrial Area, Jaipur 302020 (“*Target Company*”), representing 26% of the Expanded Voting Share Capital (*defined below*) of the Target Company from the Public Shareholders (*as defined below*) of the Target Company by Aquilo House Pte. Ltd. (“*Acquirer*”), together with CVC Capital Partners Asia VI (A) L.P. (“*PAC 1*”), CVC Capital Partners Investment Asia VI L.P. (“*PAC 2*”), CVC Capital Partners Asia VI (B) SCSp (“*PAC 3*”), Aquilo TopCo Pte. Ltd. (“*PAC 4*”), Aquilo Universe Pte. Ltd. (“*PAC 5*”), CVC Capital Partners Asia VI Associates (A) L.P. (“*PAC 6*”), CVC Capital Partners Asia VI (B) Associates SCSp (“*PAC 7*”), Aquilo Co-Investment L.P. (“*PAC 8*”) and Aquilo MidCo Pte. Ltd. (“*PAC 9*”) (together, the “*PACs*”) in their capacity as persons acting in concert with the Acquirer (“*Open Offer*” or “*Offer*”), pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“*SEBI (SAST) Regulations*”).

This public announcement (“*Public Announcement*” or “*PA*”) is being issued by JM Financial Limited, the manager to the Offer (“*Manager to the Offer*”/ “*Manager*”), for and on behalf of the Acquirer and PACs to the Public Shareholders (*as defined below*) of the Target Company, pursuant to and in compliance with Regulations 3(1) and 4 read with other applicable regulations of the SEBI (SAST) Regulations.

For the purposes of this PA, the following terms have the meanings assigned to them below:

CCI Approval means the Competition Commission of India having, either (a) declined jurisdiction; or (b) issued an order approving the Underlying Transaction and the Open Offer under Section 31 of the Competition Act, 2002;

Expanded Voting Share Capital means the total voting equity share capital of the Target Company on a fully diluted basis expected as of the 10th (Tenth) working day from the closure of the Tendering Period for the Offer. This includes 421,850 employee stock options already vested as on date of this PA and 206,563 employee and performance stock options which shall vest prior to March 31, 2025 (assuming March 31, 2025 as the 10th (Tenth) Working Day from the closure of the Tendering Period) and all of such options are exercisable into equal number of Equity Shares;

Public Shareholders means all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, and for the avoidance of doubt, excluding (i) the Acquirer and the PACs, (ii) parties to the SPAs (defined below) and, (iii) the persons deemed to be acting in concert with the persons set out in (i) and (ii);

RBI Approval means RBI having approved the Underlying Transaction and the Open Offer, on terms as set out in the SPAs.

SEC Exemption means prior approval in the form of exemptive relief from the SEC in order to allow the Open Offer to be made to U.S. shareholders without breaching the rules under the Securities Exchange Act of 1934 (as amended).

“Required Statutory Approvals” means the CCI Approval, the RBI Approval and/or the SEC Exemption.

“Tendering Period” means the period of 10 Working Days during which the Public Shareholders may tender their Equity Shares in acceptance of the Offer, which shall be disclosed in the letter of offer; and

“Working Day” means any working day of the Securities and Exchange Board of India.

1. Offer Details

- 1.1. **Open Offer Size:** Up to 20,739,711 fully paid up equity shares of face value of INR 10 each of the Target Company (“**Offer Shares**”), constituting 26% of the Expanded Voting Share Capital at a price of INR 1,766.69 per Offer Share aggregating to a total consideration of up to INR 36,640,640,027 (assuming full acceptance), subject to the receipt of applicable statutory approvals, including the CCI Approval, RBI Approval and SEC Exemption, and subject to the terms and conditions mentioned in this Public Announcement and in the detailed public statement (“**DPS**”) and the letter of offer (“**LoF**”) that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2. **Offer Price / Consideration:** The Equity Shares of the Target Company are frequently traded in terms of the SEBI (SAST) Regulations. The Offer is made at a price of INR 1,766.69 per Offer Share determined in accordance with Regulation 8 and other applicable regulations of the SEBI (SAST) Regulations (the “**Offer Price**”) that will be offered to the Public Shareholders who validly tender their Equity Shares in the Offer. Assuming full acceptance of the Open Offer, the total consideration payable by the Acquirer in accordance with the SEBI (SAST) Regulations will be INR 36,640,640,027.
- 1.3. **Mode of Payment (cash/ security):** The Offer Price is payable in cash by the Acquirer in accordance with Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer (Triggered offer, voluntary offer/ competing offer, etc.):** This Offer is a mandatory offer made by the Acquirer and the PACs in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations pursuant to the execution of the SPAs. This Offer is not subject to any minimum level of acceptance.
- 1.5. **Intention to delist the Target Company:** The Acquirer does not intend to delist the Target Company pursuant to this Open Offer.

2. Transactions which have triggered the Open Offer obligations

2.1. The Acquirer has entered into:

- (a) a share sale agreement dated August 10, 2024 with the Target Company and Lake District Holdings Limited (“**LDHL**”), one of the promoters of the Target Company, pursuant to which the Acquirer has agreed to purchase from LDHL and LDHL has agreed to sell to the Acquirer, 12,346,641 Equity Shares at a price of INR 1,635.00 for an aggregate consideration of INR 20,186,758,035 (“**SPA 1**”);
- (b) a share sale agreement dated August 10, 2024 with the Target Company and Partners Group ESCL Limited (“**PGEL**”), one of the promoters of the Target Company, pursuant to which the Acquirer has agreed to purchase from PGEL and PGEL has agreed to sell to the Acquirer, 5,978,718 Equity Shares at a price of INR 1,635.00 per Equity Share for an aggregate consideration of INR 9,775,203,930 (“**SPA 2**”); and
- (c) a share sale agreement dated August 10, 2024 with the Target Company and Partners Group Private Equity (Master Fund), LLC (“**PGPE**”), a member of the promoter group of the Target Company, pursuant to which the Acquirer has agreed to purchase from PGPE and PGPE has agreed to sell to the Acquirer, 2,623,753 Equity Shares at a price of INR 1,635.00 per Equity Share for an aggregate consideration of INR 4,289,836,155 (“**SPA 3**”).

(collectively, the “**SPAs**”). LDHL, PGEL and PGPE are collectively referred to as the “**Sellers**”.

2.2. The consummation of the transactions contemplated under the SPAs are subject to receipt of applicable statutory approvals (including Required Statutory Approvals) and the satisfaction or waiver of all conditions under the SPAs. The transactions contemplated under the SPAs are hereinafter referred to as the “**Underlying Transaction**”.

2.3. As of the date of this PA, the Sellers collectively hold 26.47% of the existing equity share capital of the Target Company and 26.26% of the Expanded Voting Share Capital. Since the Acquirer has entered into an agreement to acquire voting rights in excess of 25% of the equity share capital and to acquire control over the Target Company, this Open Offer is being made under Regulation 3(1) and Regulation 4 of the SEBI (SAST) Regulations, subject to receipt of all applicable statutory approvals, including Required Statutory Approvals. Pursuant to the consummation of the Underlying Transaction, the Acquirer will acquire control over the Target Company and the Acquirer will be classified as ‘promoter’ of the Target Company, while the PACs (if required under applicable law) will become members of the promoter group of the Target Company in terms of the SEBI (SAST) Regulations. Further, upon completion of the Underlying Transaction, the Sellers will cease to be classified as ‘promoters’ or members of the ‘promoter group’ and shall be reclassified as public shareholders, in accordance with the provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI (LODR) Regulations**”). *Provided that*, the Acquirer (including the PACs) shall not be disclosed or classified as ‘promoter’ or as a member of the ‘promoter group’ if the Underlying

Transaction is not consummated as set out in the SPAs.

2.4. Given below are the details of the underlying transactions:

Type of transaction (direct/ indirect)	Mode of transaction (Agreement/ Allotment/ market purchase)	Shares/ Voting rights acquired/ proposed to be acquired		Total consideration for shares/ voting rights (VR) acquired (INR)	Mode of payment (cash/ securities)	Regulation which has triggered
		Number	% vis-à-vis total equity/ Expanded Voting Share Capital			
Direct	Share sale agreement dated August 10, 2024, for the acquisition of 12,346,641 Equity Shares by the Acquirer from LDHL, subject to and in accordance with the terms of SPA 1.	Acquisition of 12,346,641 Equity Shares	15.48%	INR 20,186,758,035 payable in accordance with the terms of the SPA 1	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations
Direct	Share sale agreement dated August 10, 2024, for the acquisition of 5,978,718 Equity Shares by the Acquirer from PGEL, subject to and in accordance with the terms of SPA 2.	5,978,718 Equity Shares	7.50%	INR 9,775,203,930 payable in accordance with the terms of the SPA 2.		
Direct	Share sale agreement dated August 10, 2024, for the acquisition of 2,623,753 Equity Shares by the Acquirer from PGPE, subject to and in accordance with the terms of SPA 3.	2,623,753 Equity Shares	3.29%	INR 4,289,836,155 payable in accordance with the terms of the SPA 3.		

3. Acquirer / PACs

Details	Acquirer	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5	PAC 6	PAC 7	PAC 8	PAC 9	Total
Name of Acquirer(s)/ PAC(s)	Aquilo House Pte. Ltd.	CVC Capital Partners Asia VI (A) L.P.	CVC Capital Partners Investment Asia VI L.P.	CVC Capital Partners Asia VI (B) SCSp	Aquilo TopCo Pte. Ltd.	Aquilo Universe Pte. Ltd.	CVC Capital Partners Asia VI Associates (A) L.P.	CVC Capital Partners Asia VI (B) Associates SCSp	Aquilo Co-Investment L.P.	Aquilo MidCo Pte. Ltd.	Not Applicable
Address	38 Beach Road, #29-11 South Beach Tower Singapore 189767	Level 1, IFC1, Esplanade, St. Helier, JE2 3BX, Jersey	Level 1, IFC1, Esplanade, St. Helier, JE2 3BX, Jersey	46A, Avenue J-F Kennedy, Luxembourg 1855	38 Beach Road, #29-11 South Beach Tower Singapore 189767	38 Beach Road, #29-11 South Beach Tower Singapore 189767	Level 1, IFC1, Esplanade, St. Helier, JE2 3BX, Jersey	46A, Avenue J-F Kennedy, Luxembourg 1855	22 Grenville Street, St. Helier, JE4 8PX, Jersey	38 Beach Road, #29-11 South Beach Tower Singapore 189767	Not Applicable
Name(s) of persons in control/promoters of acquirers/ PAC where Acquirers/PAC are companies	The Acquirer is a private limited company incorporated under the laws of Singapore. It is a wholly owned subsidiary of PAC 5 and is indirectly controlled by PAC 1, PAC 2, PAC 3,	PAC 1 is a limited partnership incorporated under the laws of Jersey. It is directly controlled by its general partner CVC Capital Partners. Asia VI	PAC 2 is a limited partnership incorporated under the laws of Jersey. It is directly controlled by its general partner CVC Capital Partners. Asia VI	PAC 3 is a special limited partnership incorporated under the laws of Luxembourg. It is controlled by its managing general partner CVC Capital Partners	PAC 4 is a private limited company incorporated under the laws of Singapore. It is directly controlled by PAC 1, PAC 2, and PAC 3 ⁽⁵⁾ .	PAC 5 is a private limited company incorporated in the laws of Singapore. It is a wholly owned subsidiary of PAC 9 and is indirectly controlled by PAC 1, PAC 2, PAC	PAC 6 is a limited partnership incorporated under the laws of Jersey. It is directly controlled by CVC Capital Partners Asia VI Limited, an entity incorporated	PAC 7 is a special limited partnership incorporated under the laws of Luxembourg. It is controlled by its general managing partner CVC Capital Partners	PAC 8 is a limited partnership incorporated under the laws of Jersey. It is directly controlled by Aquilo GP Limited, an entity incorporated under the laws of Jersey.	PAC 9 is a private limited company incorporated under the laws of Singapore. It is a subsidiary of PAC 4 ⁽¹⁾ and is indirectly controlled by PAC 1,	Not Applicable

Details		Acquirer	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5	PAC 6	PAC 7	PAC 8	PAC 9	Total
		PAC 4, and PAC 9.	Limited, an entity incorporated under the laws of Jersey.	Limited, an entity incorporated under the laws of Jersey.	Asia VI GP S.à r.l., an entity incorporated under the laws of Luxembourg.		3 and PAC 4.	under the laws of Jersey.	Asia VI GP S.à r.l. ⁽⁴⁾ , an entity incorporated under the laws of Luxembourg		PAC 2, PAC 3.	
Name of the group, if any, to which the Acquirer/PACs belong to		CVC Capital Partners	CVC Capital Partners	CVC Capital Partners	CVC Capital Partners	CVC Capital Partners	CVC Capital Partners	CVC Capital Partners	CVC Capital Partners	CVC Capital Partners	CVC Capital Partners	Not Applicable
Pre-trans action share holding	Number of Equity Shares	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	% of total Expanded Voting Share Capital	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Details	Acquirer	PAC 1	PAC 2	PAC 3	PAC 4	PAC 5	PAC 6	PAC 7	PAC 8	PAC 9	Total
Proposed shareholding after the acquisition of shares which triggered the Offer (assuming no Equity Shares tendered in the Offer)	20,949,112 Equity Shares representing 26.26 % of the Expanded Voting Share Capital ⁽³⁾ .	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	20,949,112 Equity Shares representing 26.26 % of the Expanded Voting Share Capital ⁽³⁾
Proposed shareholding after the acquisition of shares which triggered the Offer (assuming tendering of full 26% in the Offer)	41,688,823 Equity Shares representing 52.26 % of the Expanded Voting Share Capital. ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	41,688,823 Equity Shares representing 52.26 % of the Expanded Voting Share Capital.
Any other interest in the Target Company	None	None	None	None	None	None	None	None	None	None	None

Notes:

1) PAC 8 currently holds 1 (one) share of PAC 9. PAC 8 may, at a subsequent date, acquire up to 49% of the shareholding of PAC 9 as may be agreed between

the Acquirer and the PACs.

- 2) Assuming full acceptance in the Open Offer.
- 3) Subject to the terms of the SPAs as described in paragraph 2.3 above, pursuant to the consummation of the Underlying Transaction, the Acquirer will acquire Control over the Target Company, and the Acquirer will be classified as the 'promoter' of the Target Company, while the PACs (if required under applicable law) will be considered as a members of the promoter group of the Target Company, in terms of the SEBI (SAST) Regulations.
- 4) PAC 6 and PAC 7 may, at a subsequent date, acquire shares in PAC 4 as may be agreed between the relevant PACs.

4. Details of the selling shareholders, if applicable

Name	Part of Promoter Group (Yes / No) ⁽¹⁾	Details of the shares / voting rights held by the selling shareholders					
		Pre-Transaction			Post Transaction		
		Number of Equity Shares	% of total share capital ⁽²⁾	% of Expanded Voting Share Capital	Number of Equity Shares	% of total share capital ⁽²⁾	% of Expanded Voting Share Capital
LDHL	Yes	12,346,641 Equity Shares	15.60%	15.48%	Nil	Nil	Nil
PGEL	Yes	5,978,718 Equity Shares	7.55%	7.50%	Nil	Nil	Nil
PGPE	Yes	2,623,753 Equity Shares	3.32%	3.29%	Nil	Nil	Nil
Total		20,949,112 Equity Shares	26.47%	26.26%	Nil	Nil	Nil

Notes:

- 1) Subject to the terms of the SPAs as described in paragraph 2.3 above, pursuant to the consummation of the Underlying Transaction: (a) the Acquirer will acquire Control over the Target Company and the Acquirer will be classified as the 'promoter' of the Target Company, while the PACs (if required under

applicable law) will be considered as members of the promoter group of the Target Company in terms of the SEBI (SAST) Regulations; and (b) the Sellers will cease to be classified as promoters or members of the promoter group and shall be reclassified as public shareholders, in accordance with the provisions of Regulation 31A of SEBI (LODR) Regulations.

2) As of the date of this PA.

5. Target Company

(a) **Name:** Aavas Financiers Limited

(b) **Registered Office:** 201-202, 2nd floor, Southend Square, Mansarovar Industrial Area, Jaipur – 302020, Rajasthan, India

(c) **Exchanges where listed:**

A) The equity shares of the Target Company are listed on the following Stock Exchanges:

- (i) BSE Limited (“BSE”)- Scrip ID: **AAVAS** , Scrip Code: **541988**
- (ii) National Stock Exchange of India Limited (“NSE”) - Symbol: **AAVAS**
- (iii) The ISIN of the Target Company is INE216P01012.

B) The non-convertible debentures and bonds of the Target Company are listed on BSE:

Security Code	Security Name	ISIN
960390	663AFL25	INE216P07209
973602	AFL-6.50%-26-11-26-PVT	INE216P07217
973863	AFL-6.25%-25-03-27-PVT	INE216P07225
974985	835AFL28	INE216P07233

C) The masala bonds issued by the Target Company are listed on NSE IFSC Limited:

Security Code/ Loan registration Number (LRN)	Security Name	ISIN
202202123	INR 3,600 Million Social Rupee Denominated Term Note due 2029	XS2449330336

D) The Target Company has not issued any partly paid-up shares, convertible securities or warrants, and there are no shares against which depository receipts have been issued.

6. Other Details

- 6.1. The DPS to be issued under the SEBI (SAST) Regulations shall be published on or before August 19, 2024, as required by Regulation 13(4) of the SEBI (SAST) Regulations. The DPS shall, *inter alia*, contain details of the Offer including detailed information on the Offer Price, the Acquirer, the PAC, the Target Company, the background to the Offer, the statutory approvals required (including Required Statutory Approvals for the Offer), relevant conditions (including the conditions precedent) as specified under the SPA 1, SPA 2 and SPA 3, the details of financial arrangements, the conditions for withdrawal of the Offer and other terms of the Offer.
- 6.2. This Offer is subject to the terms and conditions mentioned in this Public Announcement, and as will be set out in the DPS and the LOF, to be issued for the Open Offer in accordance with the SEBI (SAST) Regulations.
- 6.3. Completion of the Offer and the Underlying Transaction is subject to satisfaction, or, waiver (to the extent permitted under applicable law) of all conditions precedent, receipt of statutory approvals (including Required Statutory Approvals) as set out in the SPAs, to be detailed in the DPS and DLoF for this Offer.
- 6.4. The Acquirer and PACs undertake that they are fully aware of and will comply with the obligations under the SEBI (SAST) Regulations. The Acquirer and PACs confirm that they have adequate financial resources to meet their obligations under the SEBI (SAST) Regulations for the purposes of the Offer and have made firm financial arrangements for financing the acquisition of the Equity Shares pursuant to the Open Offer, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.
- 6.5. The Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19 of the SEBI (SAST) Regulations.

- 6.6. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations.
- 6.7. The Acquirer, the PACs and their respective directors accept full responsibility for the information contained in this Public Announcement (other than as mentioned in paragraph 6.8 below).
- 6.8. The information pertaining to the Target Company contained in this Public Announcement has been compiled from information published publicly or publicly available sources or provided by the Target Company, and has not been independently verified by the Acquirer, the PACs or the Manager to the Offer. All the information pertaining to the Sellers contained in this Public Announcement has been obtained from the Sellers.
- 6.9. In this Public Announcement, all references to “INR” are references to Indian Rupees and any discrepancy in any amounts as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Offer



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Contact Person: Ms. Prachee Dhuri

SEBI Registration Number: INM000010361

For and on behalf of the Acquirer and PACs

Aquilo House Pte. Ltd. (Acquirer)

CVC Capital Partners Asia VI (A) L.P. (PAC 1)

CVC Capital Partners Investment Asia VI L.P. (PAC 2)

CVC Capital Partners Asia VI (B) SCSp (PAC 3)

Aquilo TopCo Pte. Ltd. (PAC 4)

Aquilo Universe Pte. Ltd. (PAC 5)

CVC Capital Partners Asia VI Associates (A) L.P. (PAC 6)

CVC Capital Partners Asia VI (B) Associates SCSp (PAC 7)

Aquilo Co-Investment L.P. (PAC 8)

Aquilo Midco Pte. Ltd. (PAC 9)

Place: Mumbai

Date: August 10, 2024