



Aptus Value Housing Finance India Limited
8B, Doshi Towers, 8th Floor, No. 205, Poonamallee High Road, Kilpauk, Chennai – 600 010.
Tel: 044 – 4565 0000, E-mail: cs@aptusindia.com
CIN: L65922TN2009PLC073881
www.aptusindia.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 ("**MCA Circulars**") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/ P/2020179 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 Aptus Value Housing Finance India Limited ("**the Company**") to the proposed resolutions appended below through Postal Ballot through remote voting process ("**remote e-voting**").

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice (the "Notice") only by e-mail to all its members who have registered their email addresses with the Company or depositories / depository participants and the communication of assent /dissent of the members on the resolution proposed in the Notice shall be restricted only to remote e-voting.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the proposed resolutions appended below, is annexed hereto for your consideration.

The Board of Directors of the Company vide its resolution dated June 27, 2023 has appointed Mr. S Sandeep (FCS No. 5853, COP No. 5987), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.

Shareholders are requested to read the instructions in the Notes under the section "General information and instructions relating to remote e-voting" in this postal ballot notice to cast their vote electronically. Shareholders are requested to cast their vote through the remote e-voting process not later than 05:00 p.m. IST on Wednesday, August 02, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before Friday, August 04, 2023 and will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), KFin Technologies Limited ("KFinTech" or "Registrar and Share Transfer Agent" or "RTA") and will also be displayed on the Company's website at www.aptusindia.com.

SPECIAL BUSINESSES:

Item No. 1: To appoint Mr. P. Balaji (DIN: 07904681), as a Director of the Company:

To consider and, if thought fit, to pass, the following resolution, as an **ORDINARY RESOLUTION**:

RESOLVED THAT Mr. P Balaji (DIN: 07904681), who was appointed by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee as an Additional Director with effect from May 04, 2023 and who holds office up to the date of the next Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who is eligible for appointment and has consented to act as a Director of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation.

Item No. 2: To appoint Mr. P Balaji (DIN: 07904681), as the Managing Director of the Company and approve the remuneration payable to him:

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any modification and re-enactment thereof) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment there to or re-enactment thereof for the time being in force), Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment and terms of remuneration of Mr. P. Balaji (DIN: 07904681) as the Managing Director of the Company for a period of 5 years with effect from May 04, 2023 to May 03, 2028 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to this postal ballot notice, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. P. Balaji.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

Item no.3: To approve re-designation of Mr. M Anandan (DIN: 00033633) from Chairman and Managing Director to Executive Chairman:

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



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RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”), (including any modification and re-enactment thereof) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and such other approvals as may be required, approval of the members be and is hereby accorded to the re-designation of Mr. M. Anandan (DIN: 00033633) as Executive Chairman of the Company with effect from May 04, 2023 till the end of his tenure on December 24, 2024 without any change in terms of remuneration as approved by the shareholders at their 13th Annual General Meeting held on August 19, 2022 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to herein after include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

By the order of Board of Directors
For Aptus Value Housing Finance India Limited

June 27, 2023
Chennai

sd/-
Sanin Panicker
Company Secretary
Membership No.: A32834

NOTES

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposals set out in resolution no. 1, 2 and 3 is annexed herewith. Details of Directors whose appointments are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as **Annexure-A**.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Friday, June 30, 2023 (“Cut-Off Date”)**.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.aptusindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

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4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower-B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana 500 032.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, June 30, 2023 will be considered for the purpose of remote e-voting.
6. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, June 30, 2023. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the remote e-voting service facility arranged by KFinTech. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to remote e-voting" in this Postal Ballot Notice. Shareholders are requested to cast their vote through the remote e-voting process not later than 05:00 p.m. IST on Wednesday, August 02, 2023 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through remote e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Friday, August 04, 2023 and will also be displayed on the website of the Company (www.aptusindia.com), besides being communicated to the Stock Exchanges, Depositories and the Registrar and Share Transfer Agent.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, August 02, 2023 i.e., the last date specified for receipt of votes through the remote e-voting process.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to cs@aptusindia.com.

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General Information and instructions relating to remote e-voting are as under:

- a. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, June 30, 2023 only shall be entitled to avail the facility of remote e-voting.
- b. Any shareholder who holds the shares as on the cut-off date i.e., Friday, June 30, 2023, may obtain the User ID and password in the manner as mentioned below:
 - i. If e-mail address of the shareholder is registered against Folio No./DP ID Client ID, on the home page of <https://evoting.kfintech.com>, the shareholder may click “Forgot password” and enter Folio No. or DP ID Client ID and Permanent Account Number (“PAN”) to generate a password.
 - ii. Shareholders may call KFintech’s toll free number 1-800-309-4001
 - iii. Shareholders may send an e-mail request to inward.ris@kfintech.com. If the shareholder is already registered with the KFintech e-voting platform, such shareholder can use his/her existing User ID and password for casting the vote through remote e-voting.
- c. The remote e-voting facility will be available during the following period:
 - i. **Commencement of E-Voting:** 10:00 a.m. (IST) on Tuesday, July 04, 2023
 - ii. **End of E-Voting:** 05:00 p.m. (IST) on Wednesday, August 02, 2023

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.

- d. Instructions and other information relating to remote e-voting:

A. Procedure for registering the email address and obtaining the postal ballot and remote e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case of shareholders holding shares in physical form):

Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in Demat form can get their email ID registered by contacting their respective DP.
- b. Members holding shares in physical form may register their email address and mobile number with KFin by accessing [Investor Support Center | Kfintech](#).
 - Select the Company Name i.e. Aptus Value Housing Finance Limited
 - Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical.
 - Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
 - If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN Card for updating records.
 - In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - Enter the email address and mobile number.

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- System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
- Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- The Notice and remote e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- Please note that in case the shares are held in Electronic Form, the above facility is only for temporary registration of email address for receipt of the Notice and the remote e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1-800-309-4001

B. Procedures for remote E-Voting for Members other than Individual shareholders holding equity shares in demat mode and members Holding Equity Shares in Physical Form:

Members whose email IDs are registered with the company/ depository participant(s), will receive an email from KFin which will include details of E-Voting Event Number, USER ID and password. Members will have to follow the following process:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- b. Enter the login credentials provided in the email and click on Login.
- c. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- d. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).
- e. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- f. Login again with the new credentials.
- g. On successful login, the system will prompt you to select the “EVENT”
- h. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- i. Members holding multiple folios may choose to vote differently for each folio / demat account.
- j. You may then cast your vote by selecting an appropriate option and click on “Submit. A confirmation box will be displayed. Click “Ok” to confirm or “Cancel” to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking “Submit”.
- k. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at [F.A.Q's \(kfintech.com\)](http://F.A.Q's(kfintech.com)) or call KFin Tech on 1-800-309-4001 (toll free).

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C. Procedure for Login and remote 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:

<p>Individual shareholders holding securities in Demat mode with National Securities Depository Limited (“NSDL”)</p>	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open https://eservices.nsdl.com 2. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. 3. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting” 4. Click on Company Name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the Meeting. <p>B. User is not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. To register, open https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Select “Register Online for IDeAS “Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields <ol style="list-style-type: none"> 1. After successful registration, please follow steps given under serial number A above to cast your vote. <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. 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 (i.e. your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. 5. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. <p>D. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by using the link given below. Android: https://tiny.one/NSDLplaystore iOS: https://tiny.one/NSDLIOS</p>
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<p>Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited (“CDSL”)</p>	<p>A. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Click at https://web.cdslindia.com/myeasinew/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> 1. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration 2. Proceed to complete registration using the required fields. 3. After successful registration, please follow steps given under serial no. A above to cast your vote. <p>C. By visiting the e-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin 2. Provide Demat Account Number and PAN No. 3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. 4. After successful authentication you will enter the e-voting module of CDSL. Click on Company name or e-voting service provider and you will be redirected to KfinTech website for casting the vote during the remote e-voting period.
<p>Individual Shareholders (holding securities in Demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. 2. Once logged in, 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. 3. Click on Company Name or e-voting service provider name and you will be redirected to e-voting service provider website 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
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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.</p>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 22-23058542/43.</p>



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item Nos. 1 & 2

Consequent to the Succession Planning initiated by the Board at the instance of the Chairman & Managing Director, Mr. M. Anandan, the Board had selected Mr. P. Balaji, the Executive Director & Chief Financial Officer as the successor Managing Director. Considering his persistent endeavor in strengthening the operations, his insights in developing and implementing business strategies, his long term association with the Company and managing the Company's overall operations and resources, the Board of Directors of the Company at meeting held on May 04, 2023, based on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. P. Balaji as an Additional Director and designated him as the Managing Director of the Company for a period of five years with effect from May 04, 2023, upon the terms and conditions as approved by the Board of Directors subject to the approval of the members.

Mr. P. Balaji (DIN: 07904681) aged 52 years, is a Commerce Graduate and member of Institute of Chartered Accountants of India. He joined our Company as the Chief Financial Officer on August, 2010 and has been associated with the Company for more than 12 years as Chief Financial Officer. Prior to joining Aptus, he was associated with the Bombay Dyeing and Manufacturing Company Limited, Hutchison Max Telecom Limited, Cholamandalam MS General Insurance Company Limited and SKS Microfinance Limited. He has various years of experience in the textiles, telecom and finance sectors. He was also one of the award winners for the best Chief Financial Officer conducted by Financial Express in 2022.

To comply with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to seek approval of the Members by way of special resolution for the appointment Mr. P Balaji as Managing Director of the Company, for a period of five years with effect from May 04, 2023. The Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

The annual remuneration payable to Mr. P. Balaji is detailed below:

1. Salary & Allowances

- (a) Salary: Rs. 120 lakhs per annum with such increments as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.
- (b) Allowances: Rs. 91.20 lakhs per annum with such increments as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

2. Annual Performance pay:

Rs. 1 Crore with such increments as may be recommended by the Nomination and Remuneration Committee based on performance and approved by the Board of Directors from time to time.

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3. Retirement benefits / perquisites:

Retirement benefits/perquisites will include provident fund, encashment of unavailed leave, gratuity, medical reimbursement, personal accident insurance and perquisites as approved by the Board, as per the policy / rules of the Company.

4. Employee Stock Options: Mr. P. Balaji shall be entitled to stock options as may be granted by the Nomination and Remuneration committee as per the ESOP schemes of the Company. Details of stock options granted to and vested by Mr. P. Balaji are given below.

S. No.	ESOP Scheme	Tranche	Exercise Price (Rs.)	Number of options granted	Number of options vested	Number of options yet to be vested	
1.	Aptus Employee Stock Option Scheme, 2021	I	140	7,50,000	3,75,000	3,75,000	
2.	Aptus Employee Stock Option Scheme, 2021	II	247	5,00,000	Nil	5,00,000	
TOTAL					12,50,000	3,75,000	8,75,000

The following retirement benefits / perquisites shall not be included in the computation of the ceiling on remuneration:

- contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- gratuity, encashment of unavailed leave as per the policy/rules of the Company.

5. General:

- i. In the event of inadequacy of profits in any financial year, the remuneration by way of salary, allowances, commission, perquisites and retirement benefits to Mr. P. Balaji be paid in accordance with section II of part II of Schedule V of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- ii. Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per income tax rules.
- iii. Mr. P. Balaji will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof.

Mr. P. Balaji is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

Aptus Value Housing Finance India Limited

8B, Doshi Towers, 8th Floor, No. 205, Poonamallee High Road, Kilpauk, Chennai – 600 010.

Tel: 044 – 4565 0000, E-mail: cs@aptusindia.com

CIN: L65922TN2009PLC073881

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Accordingly, the Board recommends the resolutions set out at Item No. 1 of the Notice for approval of the shareholders by way of **Ordinary Resolution** and Item No. 2 of the Notice for approval of the shareholders by way of **Special Resolution**.

A brief profile of Mr. P. Balaji, including nature of his expertise, as required to be disclosed pursuant to Reg. 36 (3) of the SEBI (LODR) Regulations 2015 and Secretarial Standards – 2 is annexed as **Annexure – A**.

Except Mr. P. Balaji and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 and 2 of the Notice.

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I. GENERAL INFORMATION:			
Nature of industry	Housing Finance		
Date of Commencement of Operation	December 11, 2009		
Financial performance based on given indicators:	Particulars	Consolidated Financial Results (Rs. in Crores)	
		FY'23	FY'22
	Operating income	1,093	815
	Other Income	36	25
	Less: Expenditure including depreciation	475	360
	Profit before taxation	654	480
	Profit after taxation	503	370
Foreign investments or collaboration, if any:	As on March 31, 2023, the Company had a foreign investment of 66.27% in the share capital of the Company.		
II. INFORMATION ABOUT THE APPOINTEE:			
Background details	Prior to joining Aptus, Mr. P. Balaji was associated with the Bombay Dyeing and Manufacturing Company Limited, Hutchison Max Telecom Limited, Cholamandalam MS General Insurance Company Limited and SKS Microfinance Limited. He has various years of experience in the textiles, telecom and finance sectors.		
Past remuneration	Rs. 145.46 lakhs received in the capacity as the Chief Financial Officer		
Job profile and his suitability	Mr. P. Balaji has more than 20+ years' experience in the financial services industry. He is associated with the Company for more than a decade and he has played a significant role in developing and implementing business strategies which was instrumental for the successful growth of the Company. In view of his rich experience, dynamism and recognition, the Board of Directors		

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	of the Company feels that Mr. P. Balaji would be the most efficient person to be appointed as the Managing Director of the Company.
Remuneration proposed	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size, scale of operations and the business of the Company and the increased responsibilities and duties of the Managing Director, the remuneration proposed is considered to be moderate in comparison to the remuneration packages of Executive Directors in other similar companies in the Industry
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. P. Balaji holds 3,80,059 equity shares in the company. He doesn't have any relationship with other Directors.

Item no. 3

Mr. M. Anandan founded the Company in 2009 and has been serving as the Chairman & Managing Director since inception of the company. He has successfully carried out the Initial Public Offer in August 2021 and steered the Company for over a decade.

Considering the growth of the Company and as a part of the succession planning process, Mr. M. Anandan has requested the Board to consider his re-designation as the Executive Chairman.

Mr. M. Anandan, however, would continue on the Board as the Executive Director and Chairman of the Company. The Board has, based on the recommendations of Nomination and Remuneration Committee and subject to approval of members, approved the re-designation of Mr. M. Anandan as the Executive Chairman of the Company without any changes in terms of remuneration payable to Mr. M. Anandan.

Mr. M. Anandan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Executive Chairman of the Company.

Mr. M. Anandan shall continue to receive the same remuneration as approved by members at the 13th Annual General Meeting of the Company held on August 19, 2022.

Accordingly, the Board recommends the resolution set out at Item No. 3 of the Notice for approval of the shareholders by way of **Special Resolution**.

A brief profile of Mr. M. Anandan, including nature of his expertise, as required to be disclosed pursuant to Reg. 36 (3) of the SEBI (LODR) Regulations 2015 and Secretarial Standards – 2 is annexed as **Annexure – A**.

Except Mr. M. Anandan and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No.3 of the Notice

By Order of the Board of Directors
For Aptus Value Housing Finance India Limited

sd/-

Sanin Panicker

Company Secretary & Compliance Officer
Membership No.: A32834

June 27, 2023
Chennai

Aptus Value Housing Finance India Limited

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ANNEXURE A

Disclosure pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015, a brief resume and a statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings.

Name of Director	Mr. P. Balaji
DIN	07904681
Date of Birth (Age)	07/12/1970 (52 years)
Qualifications	Member of the Institute of Chartered Accountants of India
Experience / Expertise in specific functional areas	Mr. P. Balaji joined Aptus as the CFO in August, 2010. Prior to joining Aptus, he was associated with the Bombay Dyeing and Manufacturing Company Limited, Hutchison Max Telecom Limited, Cholamandalam MS General Insurance Company Limited and SKS Microfinance Limited. He has various years of experience in the textiles, telecom and finance sectors.
Terms and conditions of appointment / reappointment	Managing Director
Remuneration sought to be paid	As set out in the special resolution under item no. 2 of this Notice
Remuneration last drawn (for financial year 2022-23)	NA
Date of first appointment on the Board	May 04, 2023
Shareholding in the Company	3,80,059 equity shares (0.08%)
Relationship with other Directors, Manager and KMP of the Company	Nil
Number of Board Meetings attended during the Financial Year 2022-23	NA
Other Directorships, Membership/Chairmanship of Committees of other Boards	Non-Executive Director in Aptus Finance India Private Limited

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ANNEXURE A

Disclosure pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015, a brief resume and a statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings

Name of Director	Mr. M Anandan
DIN	00033633
Date of Birth (Age)	26/01/1950 (73 years)
Qualifications	Member of Institute of Chartered Accountants of India
Experience / Expertise in specific functional areas	Mr. M Anandan has over 40 years of experience in the financial services sector and has previously served as the Managing Director of Cholamandalam Investment and Finance Company Limited, part of the Murugappa Group and was also the Managing Director of Cholamandalam MS General Insurance Company.
Terms and conditions of appointment / reappointment	Executive Chairman
Remuneration sought to be paid	As approved by members at the 13 th Annual General Meeting of the Company held on August 19, 2022
Remuneration last drawn (for financial year 2022-23)	Rs. 12.52 crores (including the performance linked incentive for FY 2022-23)
Date of first appointment on the Board	11 th December 2009
Shareholding in the Company	25.02% (including shareholding of immediate relatives)
Relationship with other Directors, Manager and KMP of the Company	Nil
Number of Board Meetings attended during the Financial Year 2022-23	5 (Five) out of 5 (Five) meetings held
Other Directorships, Membership/Chairmanship of Committees of other Boards	Director in Anudeep Trusteeship Private Limited