



Ref No: APTUS/11-AUG/2024-25

August 06, 2024

To, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 543335	To, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 Scrip Symbol: APTUS
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Dear Sir/Madam,**Sub: Notice of Postal Ballot - Intimation pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the Postal Ballot Notice ("the Notice") dated August 01, 2024 seeking approval of the members for the business set out in the Notice through remote e-voting process.

The Notice is being sent to the members whose names appear on the Register of Members as on **Friday, August 02, 2024. (i.e., Cut-off Date)**. The Company has engaged the services of M/s. KFin Technologies Limited for providing e-voting facility to its members.

The Postal Ballot Notice is also available on the Company's website at www.aptusindia.com and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

The remote e-voting shall commence from **09:00 A.M. (IST) on Wednesday, August 07, 2024 and shall end at 05:00 P.M. (IST) on Friday, September 06, 2024**. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date. Communication of assent or dissent of the members would take place only through the remote e-voting system.

The results of the Postal Ballot along with the Scrutinizer's report shall be announced on or before **05:00 P.M. (IST) on Monday, September 09, 2024**.

The Notice of Postal Ballot is attached as **Annexure I**.

Kindly take the same on your records.

Thanking you,

For Aptus Value Housing Finance India Limited

Sanin Panicker
Company Secretary & Compliance Officer

Aptus Value Housing Finance India Ltd.

8B, Doshi Towers, 205, Poonamallee High Road, Kilpauk, Chennai-600 010. Tel : 044-4565000, Fax : 044-4555 4170.

CIN : L65922TN2009PLC073881



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, (hereinafter referred to as the "Rules"), 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 General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking approval of the members of Aptus Value Housing Finance India Limited ("**the Company**") to the proposed resolution appended below through Postal Ballot through remote e-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 as on Friday, August 02, 2024 ("cut-off date") and the voting on the resolution proposed in the Notice will only take place through the remote e-voting.

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

The remote e-voting period will commence on **Wednesday, August 07, 2024 at 09:00 a.m. IST** and shall end on **Friday, September 06, 2024 at 05:00 p.m. IST**.

The Company has appointed Mr. S Sandeep (FCS No. 5853, COP No. 5987), Managing Partner, S. Sandeep & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner. 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 Monday, September 09, 2024 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.



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SPECIAL BUSINESS:

Item No. 1: To re - appoint Mr. M Anandan (DIN: 00033633) as the Executive Chairman of the Company:

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

RESOLVED THAT pursuant to Section 196, 197 and 203 and other applicable provisions read with Schedule V of the Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, the consent of the members be and is hereby accorded for appointment and terms of remuneration of Mr. M Anandan (DIN: 00033633), as the Executive Chairman of the Company for a period of three years with effect from December 24, 2024 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as 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. M Anandan.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to hereinafter 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 order of the Board of Directors
For Aptus Value Housing Finance India Limited

Date: August 01, 2024
Place: Chennai

sd/-
Sanin Panicker
Company Secretary & Compliance Officer

Aptus Value Housing Finance India Limited

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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 is annexed herewith. Pursuant to Regulation 36(3) of the Listing Regulations and SS-2, the disclosures regarding the Director proposed to be appointed are enclosed as **Annexure-A**.
2. The Notice is being sent to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on **Friday, August 02, 2024 (“Cut-Off Date”)**.
3. The Members may please note that the Notice will be also 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 RTA at <https://evoting.kfintech.com>.
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, Members 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 Members for this Postal Ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, August 02, 2024 will be considered for the purpose of remote e-voting.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
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 Members as on Friday, August 02, 2024. A person who is not a Member on the relevant date should treat this notice for information purpose only.
8. Members 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. Members are requested to cast their vote through the remote e-voting process not later than 05:00 p.m. IST on Friday, September 06, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
9. 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 Monday, September 09, 2024 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.

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10. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Friday, September 06, 2024 i.e., the last date specified for receipt of votes through the remote e-voting.
11. 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.

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, August 02, 2024 only shall be entitled to avail the facility of remote e-voting.
- b. Any Member who holds the shares as on the cut-off date i.e., Friday, August 02, 2024, may obtain the User ID and password in the manner as mentioned below:
 - i. If e-mail address of the Member is registered against Folio No./DP ID Client ID, on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot password” and enter Folio No. or DP ID Client ID and Permanent Account Number (“PAN”) to generate a password.
 - ii. Members may call KFintech’s toll free number 1-800-309-4001
 - iii. Members may send an e-mail request to einward.ris@kfintech.com. If the Member is already registered with the KFintech e-voting platform, such Member 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:** 09:00 a.m. (IST) on Wednesday, August 07, 2024
 - ii. **End of E-Voting:** 05:00 p.m. (IST) on Friday, September 06, 2024

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 Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with RTA (in case of Members 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](#).

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- Select the Company Name i.e. Aptus Value Housing Finance India 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.
- 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 Members 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.

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- 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).

C. Procedure for Login and remote E-Voting for Individual Members holding securities in Demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members 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 Members holding securities in Demat mode is given below:

Individual Members holding securities in Demat mode with National Securities Depository Limited (“NSDL”)	<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 re-directed 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. 4. 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 ‘Member/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.
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	<ol style="list-style-type: none"> 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. Members/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>
<p>Individual Members 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/myeasitoken/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/myeasitoken/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. 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 Members (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.



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

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

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www.aptusindia.com**Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013**

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

Item No. 1

Mr. M. Anandan established the Company in 2009 and has served as its Chairman & Managing Director since its inception. Guided by his leadership, the Company achieved a successful Initial Public Offering in August 2021. Considering the growth of the Company and as a part of the succession planning process, Mr. M Anandan was re-designated as Executive Chairman of the Company on May 03, 2023. Since the current term of Mr. M Anandan expires on December 24, 2024, it is now proposed to re-appoint Mr. M. Anandan as the Executive Chairman of the Company for a term of 3 years.

Mr. Anandan's extensive knowledge and long-standing business experience in various aspects of the Company's affairs, reflect a deep understanding of industry intricacies, keen insight into market dynamics, and a proven ability to navigate complex challenges with astuteness and foresight. His expertise drives informed decisions that significantly contribute to the Company's growth and success, underscoring his invaluable role in strategic planning and operational excellence. Considering all these factors, the Board of Directors of the Company at their meeting held on August 01, 2024, based on the recommendation of the Nomination & Remuneration Committee, has approved the re-appointment of Mr. M. Anandan as the Executive Chairman of the Company for a period of 3 years with effect from December 24, 2024, upon the terms and conditions as approved by the Board of Directors subject to the approval of the Members.

Currently, Mr. M. Anandan is drawing the managerial remuneration (as mentioned below) for the period effective from April 01, 2024 until December 24, 2024, which was approved by the Board of Directors at their meeting held on May 03, 2024, based on the recommendations of the Nomination and Remuneration Committee.

Particulars	Amount/Details
A. Salary	Rs. 690 lakhs per annum
B. Allowances	Rs. 345 lakhs per annum
C. Annual Performance-linked pay for the financial year 2024-2025	To be decided by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee. (Rs. 625 lakhs paid for FY 2023-24)
D. Retirement benefits/Perquisites	The retirement benefits/perquisites will include provident fund, encashment of unavailed leave, gratuity, medical reimbursement, personal accident insurance, fee for clubs subject to a maximum of two clubs excluding admission and life membership fees, provision of cars for official purposes and such other perquisites, benefits and amenities as may be provided by the Company to the top management from time to time.

Pursuant to Regulation 17(1C) and 17 (6) (e) (i) of the listing regulations, it is proposed to seek approval of the Members by way of special resolution for the re-appointment Mr. M. Anandan as the Executive Chairman of the Company for a period of 3 years with effect from December 24, 2024. The Company has received a notice in writing pursuant to the provisions of Section 160 of the Act, proposing his candidature for appointment as a Director of the Company.

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The details of proposed remuneration payable to Mr. M. Anandan are given below:

1. Salary & Allowances

- (a) Salary: Rs. 690 lakhs per annum with such incremental revision up to a maximum of 20% annually as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.
- (b) Allowances: Rs. 345 lakhs per annum with such incremental revision up to a maximum of 20% annually as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

2. Annual performance-linked pay:

In addition to the Salary and Allowances, Mr. M. Anandan may be paid such remuneration by way of Annual performance-linked pay, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time. However, the Annual performance-linked pay shall be up to a maximum of one time of the Salary and Allowances paid for the respective financial year. Further, the Annual performance-linked pay would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Nomination & Remuneration Committee/Board of Directors. An indicative list of factors that may be considered for determination of the extent of the Annual performance-linked pay by the Nomination & Remuneration Committee/Board of Directors are listed below:

- AUM Growth
- Operational efficiency, quality of assets (NPA)
- Profitability & Return on Equity (ROE)
- Leadership Transition and Succession Strategy
- Adherence to Corporate Governance Practices

The annual increments will be effective from 1st April each year, which will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee and will be based on the performance of the Company.

3. Retirement benefits / perquisites:

The retirement benefits/perquisites will include provident fund, encashment of unavailed leave, gratuity, medical reimbursement, personal accident insurance, fee for clubs subject to a maximum of two clubs excluding admission and life membership fees, provision of cars for official purposes and such other perquisites, benefits and amenities as may be provided by the Company to the top management from time to time.

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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.

4. 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. M. Anandan will 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. M. Anandan will not be entitled to any sitting fees for attending meetings of the Board or of any committee thereof.

As per regulation 17(6)(e)(i) of the Listing Regulations, fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the members by special resolution in general meeting, if the annual remuneration payable to such Executive Director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher.

Accordingly, the Board recommends the resolution set out at Item No. 1 of the Notice for approval of the Members 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 Listing Regulations and SS-2 is annexed as **Annexure – A**.

Mr. M. Anandan 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.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

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

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

Statement of information for the members pursuant to Section II of Part II of Schedule V of the Act.

I. General Information:																						
1) Nature of industry	Housing Finance																					
2) Date of Commencement of Operation	December 11, 2009																					
3) Financial performance based on given indicators:	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2" style="width: 60%; padding: 5px;">Particulars</th> <th colspan="2" style="padding: 5px;">Consolidated Financial Results (Rs. in Crores)</th> </tr> <tr> <th style="width: 20%; padding: 5px;">FY'24</th> <th style="width: 20%; padding: 5px;">FY'23</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Operating income</td> <td style="text-align: right; padding: 5px;">1,365</td> <td style="text-align: right; padding: 5px;">1,093</td> </tr> <tr> <td style="padding: 5px;">Other Income</td> <td style="text-align: right; padding: 5px;">52</td> <td style="text-align: right; padding: 5px;">41</td> </tr> <tr> <td style="padding: 5px;">Less: Expenditure including depreciation</td> <td style="text-align: right; padding: 5px;">624</td> <td style="text-align: right; padding: 5px;">480</td> </tr> <tr> <td style="padding: 5px;">Profit before taxation</td> <td style="text-align: right; padding: 5px;">793</td> <td style="text-align: right; padding: 5px;">654</td> </tr> <tr> <td style="padding: 5px;">Profit after taxation</td> <td style="text-align: right; padding: 5px;">612</td> <td style="text-align: right; padding: 5px;">503</td> </tr> </tbody> </table>		Particulars	Consolidated Financial Results (Rs. in Crores)		FY'24	FY'23	Operating income	1,365	1,093	Other Income	52	41	Less: Expenditure including depreciation	624	480	Profit before taxation	793	654	Profit after taxation	612	503
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4) Foreign investments or collaboration, if any:	As on March 31, 2024, the Company had a foreign investment of 63.17% in the share capital of the Company.																					
II. Information about the appointee:																						
1) Background details	Mr. Anandan is the founder Promoter & Executive Chairman of Aptus Value Housing Finance India Limited. He has more than 40+ years of experience in the financial services industry.																					
2) Past remuneration	Rs. 1,366.64 lakhs for the financial year 2023-24.																					
3) Job profile and his suitability	<p>Mr. M. Anandan is proposed to be re-appointed as the Executive Chairman of the Company. Given his extensive background and leadership experience as briefly mentioned below, he is the most proficient for this esteemed position.</p> <p>During his inspiring journey in the financial services industry, he served as the Executive Director from 1997 to 2000 and as Managing Director from 2000 to 2006 of Cholamandalam Investments and Finance Company Limited. Further, he held the position of Managing Director at Cholamandalam MS General Insurance Company Limited from 2006 to 2008. He has also served as CEO/Director of Financial Services Businesses in the Murugappa Group.</p> <p>Apart from the above, he held various other significant leadership positions in financial institutions including as Non-whole time Director</p>																					

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	at Equitas Micro Finance Limited, Independent Director at Manappuram Finance Limited, and Chairman of Five Star Business Credits Limited. His leadership skills, strategic vision, and broad industry expertise make him the appropriate fit for this role.
4) Remuneration proposed	As mentioned in the Explanatory Statement annexed to the Notice.
5) 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)	Given the vast experience and expertise of Mr. M Anandan and considering the proven track record for building successful businesses, the proposed remuneration is commensurate with industry standards.
6) Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Mr. M. Anandan does not have any pecuniary relationship with other Directors.
III. Other Information:	
1) Reasons of loss or inadequate profits	The Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013. However, in event of inadequacy of profit or absence of profit under Section 197 of Companies Act, 2013, the remuneration comprising salary, perquisites and benefits approved/ratified by the Board of Directors be paid as minimum remuneration to the Managing Director during the tenure of his appointment.
2) Steps taken or proposed to be taken for improvement	Refer point no.1 above
3) Expected increase in productivity and profits in measurable terms	Refer point no.1 above

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

sd/-
Sanin Panicker
Company Secretary & Compliance Officer

Aptus Value Housing Finance India Limited

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ANNEXURE A

Disclosure as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2 is given below:

Name of Director	Mr. M Anandan										
DIN	00033633										
Date of Birth (Age)	26/01/1950 (74 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	Terms and condition of appointment is as mentioned in the Resolution and Explanatory Statement.										
Remuneration sought to be paid	Details of proposed remuneration is disclosed in the Explanatory Statement annexed to the Notice.										
Remuneration last drawn (for financial year 2023-24)	Rs. 1,366.64 lakhs										
Date of first appointment on the Board	December 11, 2009										
Shareholding in the Company	23.97% (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 2023-24	4 (Four) out of 4 (Four) meetings held										
Other Directorships, Membership/Chairmanship of Committees of other Boards	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 40%;">Designation</th> <th style="width: 50%;">Company</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Non-executive Chairman</td> <td>Aptus Finance India Private Ltd</td> </tr> <tr> <td style="text-align: center;">2</td> <td>Director</td> <td>Anudeep Trusteeship Private Ltd</td> </tr> </tbody> </table>		S. No.	Designation	Company	1	Non-executive Chairman	Aptus Finance India Private Ltd	2	Director	Anudeep Trusteeship Private Ltd
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