



# NOTICE TO MEMBERS

## 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** is hereby given that the 13<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Friday, August 19, 2022, at 11:00 AM IST through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following businesses:

### ORDINARY BUSINESS:

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

(a) **“RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

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

**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) Mr. Sumir Chadha (holding DIN: 00040789), Non-Executive Nominee Director, who retires by rotation at this meeting, be and is hereby re-appointed as a Non - Executive Nominee Director of the Company liable to retire by rotation.

### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors and pursuant to the

provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and subject to an overall limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed in the Act, consent of the Members be and is hereby accorded to the revision in the terms of remuneration payable to Mr. M. Anandan, Chairman & Managing Director, effective April 01, 2022 till the end of his tenure on December 24, 2024 as given below:

1. Salary: ₹ 41.67 lakhs per month with such incremental revision upto 25% annually as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

2. Allowances: ₹ 20.83 lakhs per month with such incremental revision upto 25% annually as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

3. Annual Performance Pay: ₹ 5 crores with such incremental revision upto 25% annually as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time. [Rs 4,00,00,000 (Rupees Four Crores only) for the financial year ended March 31, 2022.

4. 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.

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. M. Anandan 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.

**RESOLVED FURTHER THAT** the Board of Directors (which includes the Nomination & Remuneration committee thereof) be and is hereby authorised to vary the terms of appointment and remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that any such variation is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.

4. To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** based on the recommendations of the Nomination & Remuneration Committee and the

approval of the Board of Directors and pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and or re-enactment(s) thereof for the time being in force), consent of the Members be and is hereby accorded for continuation of Mr. S Krishnamurthy (DIN: 00066044) as an Independent Director, who was re-appointed as an Independent Director with effect from March 04, 2020 for a second term of five years, and who has attained the age of 75 years, for the remaining term of his re-appointment i.e. upto March 03, 2025.

**RESOLVED FURTHER THAT** the Board of Directors (including the Nomination & Remuneration Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

5. To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in supersession of the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2021 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and any rules made there under, or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Resourcing and Business Committee or any such Committee which the Board may constitute / authorize for this purpose) of the Company to borrow such sum or sums of moneys and for availing all kinds and types of loans, advances, debt facilities and credit facilities including issuance of debentures and other debt instruments, (apart from temporary loans from the Company's Bankers), from time to time, upto a sum of ₹ 5000 crores (Rupees Five Thousand Crores) outstanding at any point of time on account of principal, for and on behalf of the Company, from its Bankers, other Banks, Non-Banking Financial Companies, National Housing Bank, Financial Institutions, Companies, Firms, Bodies Corporate, Co-Operative Banks, Investment Institutions and their Subsidiaries, Mutual Funds, Trusts, other Body Corporate or from any other person as may be permitted under applicable laws, whether unsecured or secured notwithstanding that moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans (including working capital facilities) obtained from the Company's bankers in the ordinary course of business] shall exceed the aggregate of the paid-up capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** the Company may issue from time to time, Debenture/Bonds and other debt

instruments, aggregating up to ₹1000 Crores (Rupees One Thousand Crores) within the overall borrowing limits of ₹ 5000 crores (Rupees Five Thousand Crores).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Resourcing & Business Committee or any such Committee which the Board may constitute/ authorize for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** in supersession of the resolution passed by the shareholders at the Annual General Meeting held on September 30, 2021 and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and any rules made thereunder or any other law for the time being in force (including any statutory modification or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, consent be and is hereby accorded to the Board of Directors of the Company (which term shall be deemed to include the Resourcing & Business Committee and any such committee which the Board may constitute / authorize for this purpose) for mortgaging / charging / hypothecating all or any of the immovable and movable properties and assets of the Company, both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company, on such terms and conditions, as may be agreed to between the Board and Lender(s), Debenture holders and providers of credit and debt facilities to secure the loans / borrowings / credit / debt facilities obtained or as may be obtained, or Debentures/Bonds and other instruments issued or to be issued by the Company to or in favour of the Financial Institutions, Non-Banking Financial Companies, National Housing Bank, Co-operative Banks, Investment Institutions and their Subsidiaries, from its Bankers and other Banks, Mutual Funds, Trusts and other Bodies Corporate or Trustees for the holders of debentures/ bonds and/ or other instruments, or any other person, which may exceed the paid-up capital and free reserves provided that the total amount of monies borrowed / credit facilities obtained or as may be obtained, or Debentures/Bonds and other instruments issued or to be issued by the Company (apart from temporary loans from the Company’s Bankers) shall not at any time exceed a sum of ₹ 5000 crores (Rupees Five Thousand Crores) outstanding at any point of time on account of principal.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including the Resourcing & Business Committee or any such Committee which the Board may constitute/ authorize for this purpose) be and is hereby authorized to take all such steps as may be

necessary proper, or expedient to give effect to this resolution.”

7. To consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and other regulations, rules and guidelines issued by Reserve Bank of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) and in accordance with the Memorandum of Association and Articles of Association of the Company, consent of the members be and is hereby given to issue, offer or invite subscriptions for all kinds and types of Non-Convertible Debentures (“NCDs”) including NCDs which are Listed/Unlisted, Secured, Rated, Redeemable, in one or more series / tranches, aggregating up to ₹ 1000 Crores (Rupees One Thousand Crores) to any Institution, Body Corporate, Mutual Fund, entity, any other person or persons, domestic or foreign, as permitted under applicable laws, on private placement basis on such terms and conditions as the Board of Directors (which term shall be deemed to include Resourcing and Business Committee of the Board or any other committee which may be constituted/authorized for this purpose) may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be offered, the consideration for the offer, utilization of the proceeds and all matters connected with or incidental thereto.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby instructed to act upon the resolution within a period of 12 months.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of Debentures of the Company, the Board of Directors be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters, and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of debentures of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to the Resourcing and Business Committee or any Director or Directors or to any member of the Resourcing and

Business Committee or to any Committee of Directors or to any officer or officers of the Company to give effect to this resolution.”

8. To consider and if thought fit, to pass, the following resolution as **SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 62 of the Companies Act 2013 read with Rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the provisions of any regulations / guidelines prescribed by the Securities and Exchange Board of India and / or the Reserve Bank of India, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the Memorandum and Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary the consent of members is hereby accorded to grant stock options under Aptus Employees Stock Option Scheme, 2021 (“the Scheme”) to eligible employees of the Subsidiary Company as defined in the Scheme, subject to the fulfillment of eligibility conditions as may be laid down by the Board or the Nomination & Remuneration Committee from time to time.

**RESOLVED FURTHER THAT** Mr. M. Anandan, Chairman & Managing Director (DIN: 00033633), be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

sd/-

**Sanin Panicker**

**Company Secretary**

**Membership No.: A32834**

**Chennai**  
**May 5, 2022**

## NOTES

1. In view of the current circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 (“MCA circulars”), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/DDHS/DDHS\_Div2/P/ CIR/2021/697 dated December 22, 2021 and SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India (“SEBI circulars”) and all other relevant circulars issued from time to time, physical attendance of the Members at the Annual General Meeting (“AGM”) venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting (“AGM”) through VC/OAVM.
2. Pursuant to the MCA circulars, the facility of appointing proxies by Members under Section 105 of the Companies Act, 2013 will not be available for the AGM. However, in pursuance of Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM. Corporate members / Institutional members intending to appoint their authorized representatives to attend the AGM and are requested to send to the Company a copy of the Board resolution/ authorization letter authorizing their representative to attend and vote through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [evoting.apтус@sandeep-cs.in](mailto:evoting.apтус@sandeep-cs.in) with a copy marked to [cs@apтусindia.com](mailto:cs@apтусindia.com).
3. The Notice is being sent to all the Members/ Beneficiaries electronically, whose names appear on the Register of Members/Record of Depositories as on Friday, July 22, 2022 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to KFin Technologies Limited (KFin), the registrar and share transfer agent (RTA). The members holding shares in dematerialised form may send such communication to their respective depository participant/s (DPS).
4. Since the 13th AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  6. A statement pursuant to Section 102(1) of the Companies Act, 2013("the Act") and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
  7. Information as required under the Listing Regulations in respect of re-appointment of Mr. Sumir Chadha, Non-Executive Nominee Director is furnished and forms a part of the notice as Annexure A.
  8. In terms of the requirements of Regulation 36 of SEBI Listing Regulations and the Secretarial Standards-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, brief resume and statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings is enclosed as Annexure A.
  9. In line with the MCA circulars and SEBI circulars, the Notice of the AGM along with the Annual Report 2021–22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories and the same will also be available on the Company's website [www.aptusindia.com](http://www.aptusindia.com), website of RTA <https://evoting.kfintech.com> and on the websites of stock exchanges [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Notice convening the 13<sup>th</sup> AGM has been uploaded on the website of the Company at [www.aptusindia.com](http://www.aptusindia.com). For any communication, the members may send requests to the Company's email ID at [cs@aptusindia.com](mailto:cs@aptusindia.com).
  10. SEBI has mandated the submission of the permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their respective DPs. Members holding shares in physical form shall submit their details to RTA.
  11. Pursuant to SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
  12. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialised. Effective April 01, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTA.
  13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act and the Certificate for the ESOP Schemes of the Company as required under the SEBI Listing Regulations will be available electronically for inspection by the members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the members up to the date of AGM, i.e. August 19, 2022. Members seeking to inspect such documents can send an email to [cs@aptusindia.com](mailto:cs@aptusindia.com).
- 14. Voting through electronic means**
- i. Remote e-voting and e-voting during the AGM:**
- a. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). The company has engaged the services of KFin as the agency to provide e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.
  - b. The remote e-voting facility will be available during the following voting period:  
  
Commencement of remote e-voting: Tuesday, August 16, 2022 at 09:00 a.m. (IST) and End of remote e-voting: Thursday, August 18, 2022 at 05:00 p.m. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.
  - c. The Board has appointed Mr. S Sandeep (FCS 5853 /COP 5987), Managing Partner of M/s. S Sandeep and Associates, Company Secretaries, as Scrutinizer to scrutinize the

remote e-voting and e-voting process during the AGM in a fair and transparent manner in terms of the requirements of the Act and the rules made there under, and he has communicated his eligibility and willingness to be appointed as Scrutinizer and given his consent for the same and will be available for the said purpose.

- d. The Result of remote e-voting and e-voting shall be declared within two working days from conclusion of the AGM and subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of this AGM, i.e., Friday, August 19, 2022.
- e. The Results of voting declared along with Scrutinizer's Report will be published on the website at [www.aptusindia.com](http://www.aptusindia.com) and on Service Provider's website at <https://evoting.kfintech.com> within two working days from the conclusion of the AGM and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited.

## **ii. Other Information and instructions relating to AGM :**

- a. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- b. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- c. A member can opt for only single mode of voting per EVENT, i.e., through remote e-voting or e-voting during the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) casted at the Meeting shall be treated as "INVALID".

- d. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e, Friday, August 12, 2022 only shall be entitled to avail the facility of remote e-voting or for e-voting during the AGM. A person, who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- e. Members who have acquired shares after the dispatch of the Annual Report may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means.
- f. Members who would like to express their views or ask questions may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on "Post your queries" and post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email ID, mobile number. Members who would like to speak at the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The facility for posting questions and registration as a speaker will be open during Monday, August 15, 2022 at 09:00 a.m. (IST) till Wednesday, August 17, 2022 at 05:00 p.m. (IST). Only those members who are registered will be allowed to express their views or ask questions during the AGM. Please note that, questions will be answered only if the member continues to hold the shares as of cut-off date. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- g. Members will be allowed to attend the AGM through VC on first come, first served basis.
- h. Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- i. While all efforts would be made to make the VC/ OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- j. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com>.

- k. Members who need technical assistance before or during the AGM can contact KFin at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Toll free number: 1800-309-4001.

iii. **Procedure for registering the email address and obtaining the Annual Report, AGM notice and 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 the URL <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>.
  - 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.
  - 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 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 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](mailto:einward.ris@kfintech.com) or call at the toll free number 1-800- 309-4001

iv. **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 (6761), 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 <https://evoting.kfintech.com/public/Faq.aspx> or call KFin Tech on 1-800-309-4001 (toll free).

**v. Procedure for Login for E-Voting and Attending AGM through VC/OVAM 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:

Individual shareholders holding securities in Demat mode with National Securities Depository Limited ("NSDL")	<p><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>2. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</li> <li>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 &amp; voting during the Meeting.</li> </ol> <p><b>B. User is not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>1. To register, open <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>2. Select "Register Online for IDeAS "Portal or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Proceed with completing the required fields</li> </ol> <p><b>C. By visiting the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon "Login" which is available under 'Shareholder/Member' section</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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</li> </ol>
Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p><b>A. Existing user who have opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Click at <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>2. Click on New System Myeasi.</li> <li>3. Login with user ID and Password</li> <li>4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page</li> <li>5. Click on e-voting service provider name to cast your vote</li> </ol> <p><b>B. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiestRegistration">https://web.cdslindia.com/myeasi/Registration/EasiestRegistration</a></li> <li>2. Proceed with completing the required fields.</li> </ol>



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**C. By visiting the e-Voting website of CDSL:**

1. Visit at [www.cdslindia.com](http://www.cdslindia.com)
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, user will be provided links for the respective ESP where the e-voting is in progress.

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Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.  Once login, 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. 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 above mentioned 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
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

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**vi. Instructions for the members for attending the AGM of the company through VC:**

- Members can attend the AGM through the link <https://emeetings.kfintech.com/> by using their remote e-voting credentials.
- Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity. It is recommended to use a stable Wi-Fi or LAN connection.
- The attendance of the members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under section 103 of the Act.

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Step 1	Access the URL <a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a>
Step 2	Enter the login credentials (i.e., User ID and password provided for remote e-voting)
Step 3	Please select the name of the meeting
Step 4	Click on 'Video Conference' option
Step 5	Click on the red square box with a video icon to join the VC

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**vii. Instructions for members for e-voting during the AGM session:**

Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform of KFin. Members may click on the voting icon displayed on the screen to cast their votes.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

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

### Item No. 3: Revision in remuneration of Mr. M. Anandan, Chairman and Managing Director

Mr. M. Anandan (DIN: 00033633) has been appointed as Chairman and Managing Director of the Company for a period of five years commencing from December 24, 2019. In terms of the appointment of Mr. M. Anandan as Chairman and Managing Director, the remuneration applicable to him is decided by the Board based on the recommendation of Nomination and Remuneration Committee (NRC) and approved by the members. The proposal to revise the remuneration payable to Mr. M. Anandan with effect from April 01, 2022 till the end of his tenure on December 24, 2024 was considered by the NRC and the Board. The NRC, considering the strong growth and excellent financial performance of the Company under the leadership of Mr. M. Anandan recommended a revision in the remuneration. The NRC has taken cognizance of the following while making its recommendation to the Board:-

- Mr. Anandan's vast multi-functional experience in the financial services sector spanning over four decades.
- Robust growth in the Asset under Management of the Company.
- Quality of Portfolio and Return on Assets.
- Net profit and Return on Equity.
- Remuneration of CEOs/MDs of companies in the financial services sector.

The Board of Directors at its meeting held on May 05, 2022, based on the recommendation of NRC had approved revision in terms of remuneration payable to Mr. M. Anandan, Chairman & Managing Director, effective April 01, 2022 till the end of his tenure on December 24, 2024 as given below

<b>A. Salary</b>	₹ 41.67 lakhs per month with such incremental revision upto 25% annually as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.
<b>B. Allowances</b>	₹ 20.83 lakhs per month with such incremental revision upto 25% annually as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.
<b>C. Annual Performance Pay</b>	₹ 5 crores with such incremental revision upto 25% annually as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time.

The Board of Directors at its meeting held on May 05, 2022, based on the recommendation of NRC had also approved the payment of commission from ₹ 3,00,00,000 (Rupees Three Crores only) as approved earlier, to ₹ 4,00,00,000 (Rupees Four Crores only), to Mr. M. Anandan for the financial year ended March 31, 2022 taking into account the following:

- During FY 2021-22, Mr. M. Anandan spearheaded all the activities forming part of the IPO aggregating to ₹ 2780 crores, efficiently and seamlessly in order to successfully list the Company's equity shares in BSE Ltd and National Stock Exchange of India Limited.
- Robust growth in the disbursement for FY 2022 →26% year on year.
- Solid growth in Asset under Management of the Company for FY 2022 →27% year on year.
- Strong Net Interest Margin maintained at 13.66% as of FY 22.
- Profit After Tax of ₹ 370 crores for FY 22 growing at 39% year on year.
- Quality of Portfolio →Good reduction of overdues in soft buckets, GNPA at 1.19% as at March 31, 2022.
- Rating Upgrade →Rating upgraded to AA- from A+ by ICRA during FY 2022.
- Considering the remuneration of MD's / CEOs of companies in the financial services sector, the proposed commission payable to Mr. Anandan is reasonable.

### D. 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.

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.

### E. 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 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.

Further revisions to the above to be decided by the Board of Directors based on the recommendations of the Nomination & Remuneration Committee.

In compliance with the provisions under sections 196, 197 read with Schedule V to the Act, the revision in remuneration of Mr. M Anandan, Chairman & Managing Director (CMD) proposed under Item No. 3 of the Notice is placed before the Members for approval.

Accordingly, the Board recommends the special resolution in Item No. 3 for the approval of the Members.

Mr. M Anandan is directly interested in this resolution. Mr. Suman Bollina being an immediate relative of Mr. M Anandan is also interested in this resolution and to the extent of his shareholding in the Company. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in this resolution.

Further details of Mr. M. Anandan, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings are provided in Annexure A.

#### **Item No. 4: Continuation of appointment of Mr. S. Krishnamurthy as Independent Director pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to obtain the approval of its shareholders by way of special resolution for continuing the directorship of any person as a non-executive director who has attained the age of 75 years.

Mr. S. Krishnamurthy was re-appointed as the Independent Director of the Company for the second term of 5 years with effect from March 04, 2020, and he has attained the age of 75 years on January 05, 2022. The Nomination & Remuneration Committee and the Board of Directors have approved the proposal for continuation of appointment of Mr. S Krishnamurthy as Independent Director pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at their meetings held on May 05, 2022.

Brief Resume:

Mr. S. Krishnamurthy was the former Deputy Managing Director of State Bank of India, where he served for more than 38 years. He was also the Managing Director and Chief Executive Officer of SBI Life Insurance Company Limited. He has been associated with the Company as an Independent

Director since 2010. He holds a bachelor's degree in science from the University of Madras. He is a certified associate of the Indian Institute of Bankers. He has rich experience in the Banking & Insurance industry, where he has handled leadership positions having strong exposure to corporate finance, project appraisal, retail finance and SME lending.

He is the Chairman of the Nomination & Remuneration Committee and the Resourcing & Business Committee. He is also member of the Audit Committee. He is also on the board of our subsidiary, Aptus Finance India Private Limited.

He does not hold any shares in the Company. He is eligible for payment of sitting fee and commission, as payable to other non-executive directors of the Company. He is not disqualified from being a director in terms of section 164 of the Act. He is not related to any of the directors or key managerial personnel of the Company

Mr. S. Krishnamurthy with his vast and rich experience and extensive knowledge in Banking & Insurance industry has been an invaluable asset to the Company. The Company has immensely benefitted from his contribution to the Company.

Considering the significant benefits reaped by the Company from his experience, expertise and mature advice to the business of the Company during his tenure as Independent Director, the Board may consider his continuation as an independent director for the remaining term of his re-appointment i.e. up to March 03, 2025 and recommend the same to the shareholders.

Accordingly, the Board recommends the Special resolution in Item No. 4 for the approval of the Members.

Mr. S Krishnamurthy is directly interested in this resolution. None of the other Directors or Key Managerial Personnel or their relatives are concerned or interested financially or otherwise, in this resolution.

Further details of Mr. S Krishnamurthy, as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings are provided in Annexure A.

#### **Item No. 5: Fixing of Borrowing Limits**

In terms of provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting by way of a special resolution, borrow moneys (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up capital and its free reserves.

At the Annual General Meeting of the Company held on September 30, 2021, the shareholders had passed a special resolution under Section 180(1) (c) of the Companies Act, 2013 empowering the Board of Directors of the Company to borrow upto ₹4000 crores which was in excess of the paid up capital and free reserves of the Company as at March 31, 2021.

In order to further expand its business and to meet the loan disbursements, the Board may have to resort to various borrowing options which at times is likely to exceed

the present borrowing limit of ₹ 4000 crores. Taking into account this and the enabling provisions under Section 180(1)(c) of the Companies Act, 2013, in order to enable the Board of Directors to raise adequate funds in a timely manner, the resolution under item no.5 of the notice is proposed.

Since the borrowing limit of ₹ 5000 crores as proposed in the special resolution appearing in item no. 5 of this notice is in excess of paid up capital and free reserves, the proposal requires the approval of shareholders by means of a special resolution.

Accordingly, the Board recommends the Special resolution in Item No. 5 for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, financially or otherwise, in this resolution..

#### **Item No. 6: Creation of Charge / Mortgage on Assets**

Section 180(1)(a) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not, without the consent of members by way of a special resolution in general meeting, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

For creation of security through mortgage or pledge/ or hypothecation or otherwise of the movable and immovable properties and assets of the company or through a combination of the above for securing the limits/ credit/ debt facilities as may be sanctioned by the lenders, and / or for securing the issuance of debentures/ bonds/ and other instruments, the Company would be required to secure all or any of the movable and immovable assets and properties of the Company, present and future.

Considering the requirement under Section 180(1)(a) of the Companies Act, 2013 in order to enable the Board to mortgage/ charge/ hypothecate or otherwise create security against the properties and/or the whole or substantially the whole of the undertaking of the Company create charge/ encumbrance on the assets of the Company, approval of the Members is sought by way of a special resolution.

Accordingly, the Board recommends the Special Resolution set out at item no. 6 of the Notice for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested, financially or otherwise, in this resolution..

#### **Item No. 7: Offer / invitation to subscribe to Non-Convertible Debentures on private placement basis**

Section 42 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed thereunder, Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 deals with private

placement of securities by a company. Third proviso of Sub-rule (1) of the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provides that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, it is sufficient if the company obtains previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

As part of its fund raising plans for the next 12 months, your Company proposes to issue Non-Convertible Debentures (NCDs) on a private placement basis to institutions, mutual funds, bodies corporate, and other persons, both domestic and non-domestic. The Company may offer or invite subscription for all kinds of NCDs, in one or more series / tranches on private placement basis. The proceeds of the issue would be utilised for working capital to finance the growth of the lending portfolio of the company.

In this context, approval of the shareholders is being sought for issuance / offers of NCDs aggregating upto ₹1000 Crores by way of a Special Resolution as set out at item no. 6 of the Notice. The said limit of ₹1000 crores for issuance of NCDs shall be within the overall borrowing limits of ₹5000 crores as proposed in the special resolution appearing in item no. 5 of the notice.

This resolution enables the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.

Accordingly, the Board recommends the Special Resolution set out at item no. 7 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 7 of the Notice.

#### **Item No.8 : Approval for grant of options to employees of subsidiary company pursuant to Aptus Employee Stock Option Scheme, 2021 (“ESOP Scheme”)**

Your Company has implemented an ESOP Scheme in the name and style of Aptus Employee Stock Option Scheme, 2021 covering the employees of the Company and its wholly owned subsidiary, namely, Aptus Finance India Private Limited.

In terms of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, approval of shareholders by way of separate resolution in the general meeting shall be obtained by the company in case of grant of option is made to employees of the subsidiary company. Considering that the Scheme envisages the grant of options to eligible employees of subsidiary company, a separate approval of shareholders is being sought in this regard. There is no change in the terms and conditions of the ESOP Scheme as provided in the postal ballot notice dated November 10, 2021 which was approved by the members on December 10, 2021.

A copy of the Aptus Employee Stock Option Scheme, 2021 is available for inspection as per details mentioned in note no.13 to the accompanying Notice of the Annual General Meeting.

Accordingly, your Directors recommend the special resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

None of the Directors or their relatives are concerned or interested in this resolution. Mr. P. Balaji, ED & CFO and Mr. Sanin Panicker, Company

Secretary being Key Managerial Personnel (KMP) of the Company and being eligible employees of the Company are deemed to be interested in this resolution. None of the other KMPs or their relatives are, in any way, concerned or interested, in this resolution.

By Order of the Board of Directors

**Chennai**  
**May 5, 2022**

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

## ANNEXURE A

Disclosure pursuant to Regulation 36 of SEBI (LODR) Regulations, 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 (72 years)
Qualifications	Member - Institute of Chartered Accountants of India
Experience / Expertise in specific functional areas	Mr. M Anandan is the founder promoter and Chairman and Managing Director of your Company . He has more than 40 years of experience in the financial services industry. Between 1988 to 2008, he held several senior positions in Murugappa group as Managing Director of Cholamandalam Investments and Finance, Managing Director of Cholamandalam MS General Insurance Company and CEO of Financial Services Businesses in Murugappa Group. He has also served on the Boards of Equitas Micro Finance Limited, Manappuram Finance Limited and Five Star Business Finance Limited. He has been the Chairman & Managing Director of Aptus from inception.
Terms and conditions of appointment / reappointment	Chairman and Managing Director
Remuneration sought to be paid	As set out in the special resolution under item no. 3 of this Notice
Remuneration last drawn (for financial year 2021-22)	Please refer note no. 11.4 of the Corporate Governance Report
Date of first appointment on the Board	December 11, 2009
Shareholding in the Company	25.07% (including shareholding of immediate relatives)
Relationship with other Directors, Manager and KMP of the Company	Mr. Suman Bollina, Non-Executive Director: Immediate relative
Number of Board Meetings attended during the Financial Year 2021-22	8 (Eight) out of 8 (Eight) meetings held
Other Directorships, Membership/Chairmanship of Committees of other Boards	Nil

## ANNEXURE A

Disclosure pursuant to Regulation 36 of SEBI (LODR) Regulations, 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. S Krishnamurthy
DIN	00066044
Date of Birth /(Age)	05/01/1947 (75 years)
Qualifications	Mr. S Krishnamurthy holds a Bachelor's degree in Science from the University of Madras.
Experience / Expertise in specific functional areas	Mr. S Krishnamurthy was the former deputy Managing Director of State Bank of India, where he served for more than 38 years. He was also the Managing Director and Chief Executive Officer of SBI Life Insurance Company Limited. He has rich experience in the Banking & Insurance industry, where he has handled leadership positions having strong exposure to corporate finance, project appraisal, retail finance and SME lending besides gaining invaluable insight in the emerging field of Life Insurance.
Terms and conditions of appointment/re-appointment	Re-appointment as an Independent Director for a second term of a period of 5 years i.e. from March 04, 2020
Remuneration sought to be paid	Sitting fees, profit related commission
Remuneration last drawn (for financial year 2021-22)	<ul style="list-style-type: none"><li>• Sitting fees of ₹ 5.40 lakhs</li><li>• Commission of ₹ 7.50 lakhs</li></ul>
Date of first appointment on the Board	18/06/2010
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP of the Company	None
Number of Board Meetings attended during the Financial Year 2019-20	8 (Eight) out of 8 (Eight) meetings held
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<ol style="list-style-type: none"><li>a) Chairman of the Board of Directors of Aptus Finance India Private Limited, wholly owned subsidiary company.</li><li>b) Chairman of the Nomination &amp; Remuneration Committee of Aptus Finance India Private Limited, wholly owned subsidiary company.</li><li>c) Member of Audit Committee, Resourcing &amp; Business Committee, Corporate Social Responsibility Committee of Aptus Finance India Private Limited, wholly owned subsidiary company.</li></ol>

## ANNEXURE A

Disclosure pursuant to Regulation 36 of SEBI (LODR) Regulations, 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. Sumir Chadha
DIN	00040789
Date of Birth (Age)	23/04/1971 (51 years)
Qualifications	Mr. Sumir Chadha holds a bachelor's degree in computer science from Princeton University and a master's degree in business administration from Harvard Business School.
Experience / Expertise in specific functional areas	Mr. Sumir Chadha is co-founder of WestBridge Capital. He has several years of experience in the investment industry. He was previously also a director of Sequoia Capital India Advisors Private Limited.
Terms and conditions of appointment / reappointment	Re-appointment as a Non-Executive Director, nominated by WestBridge Crossover Fund, LLC, Investor Promoter
Remuneration sought to be paid	Nil
Remuneration last drawn (for financial year 2021-22)	Nil
Date of first appointment on the Board	05/11/2019
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP of the Company	None
Number of Board Meetings attended during the Financial Year 2021-22	6 (Six) out of 8 (Eight) meetings held
Other Directorships, Membership/Chairmanship of Committees of other Boards	a) Director in: <ul style="list-style-type: none"><li>• Star Health and Allied Insurance Company Limited</li><li>• India Shelter Finance Corporation Limited</li><li>• Mountain Managers Private Limited</li><li>• Kuhoo Technology Services Private Limited</li><li>• Kuhoo Finance Private Limited</li></ul> b) Member of the following committees of Star Health and Allied Insurance Company Limited. <ul style="list-style-type: none"><li>• Nomination and Remuneration Committee</li><li>• CSR Committee</li><li>• Investment Committee</li></ul> c) Member of Nomination and Remuneration Committee of India Shelter Finance Corporation Limited.