

**Ref No: APTUS/06-FEB/2024-25****February 06, 2025**

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**

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 January 31, 2025 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, January 31, 2025. (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.apтусindia.com](http://www.apтусindia.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 Friday, February 07, 2025 and shall end at 05:00 P.M. (IST) on Saturday, March 08, 2025.**

The results of the Postal Ballot along with the Scrutinizer's report shall be announced on or before Monday, March 10, 2025.

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.

88, Doshi Towers, 205, Poonamallee High Road, Kilpauk, Chennai-600 010. Tel: 044-4565000. E-mail: cs@apтусindia.com

CIN: L65922TN2009PLC073881

[www.apтусindia.com](http://www.apтусindia.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, January 31, 2025 ("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 **Friday, February 07, 2025 at 09:00 a.m. IST** and shall end on **Saturday, March 08, 2025 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, March 10, 2025 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](http://www.aptusindia.com).

**SPECIAL BUSINESS:****Item No. 1: Appointment of Mr. Anand Raghavan (DIN: 00243485) as an Independent Director 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 the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and in terms of the provisions of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, Mr. Anand Raghavan (DIN: 00243485) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Director under section 161(1) of the Act, designated as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from January 31, 2025 up to January 30, 2030.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Mr. Anand Raghavan, be paid such fees and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**Item No. 2: Appointment of Mr. Natarajan Ramasubramanian (DIN: 10887970) as an Independent Director 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 the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and in terms of the provisions of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, Mr. Natarajan Ramasubramanian (DIN: 10887970) who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Director under section 161(1) of the Act, designated as an Independent Director and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, i.e., with effect from January 31, 2025 up to January 30, 2030.

**Aptus Value Housing Finance India Limited**

8B, Doshi Towers, 8<sup>th</sup> Floor, No. 205, Poonamallee High Road, Kilpauk, Chennai - 600 010.

Tel: 044 - 4565 0000, E-mail: [cs@aptusindia.com](mailto:cs@aptusindia.com)

CIN: L65922TN2009PLC073881

[www.aptusindia.com](http://www.aptusindia.com)

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**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 17(6) of the Listing Regulations, Mr. Natarajan Ramasubramanian, be paid such fees and profit-related commission as the Board may approve from time to time and subject to such limits prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary be and are hereby severally 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: January 31, 2025

Place: Chennai

sd/-  
Sanin Panicker  
Company Secretary & Compliance Officer

**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 and resolution no. 2 is annexed herewith. Pursuant to Regulation 36(3) of the Listing Regulations and SS-2, the disclosures regarding the Directors proposed to be appointed are enclosed as **Annexure-A** and **Annexure-B**.
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, January 31, 2025 (“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](http://www.aptusindia.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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, January 31, 2025 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, January 31, 2025. 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 Saturday, March 08, 2025 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, March 10, 2025 and will also be displayed on the website of the Company ([www.aptusindia.com](http://www.aptusindia.com)), besides being communicated to the Stock Exchanges, Depositories and the Registrar and Share Transfer Agent.
10. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Saturday, March 08, 2025 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](mailto: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, January 31, 2025 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, January 31, 2025, 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 [inward.ris@kfintech.com](mailto:inward.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 Friday, February 07, 2025
  - ii. **End of E-Voting:** 05:00 p.m. (IST) on Saturday, March 08, 2025

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](#).

## Aptus Value Housing Finance India Limited

8B, Doshi Towers, 8<sup>th</sup> Floor, No. 205, Poonamallee High Road, Kilpauk, Chennai - 600 010.

Tel: 044 - 4565 0000, E-mail: [cs@aptusindia.com](mailto:cs@aptusindia.com)

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[www.aptusindia.com](http://www.aptusindia.com)

- 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](mailto: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.

- 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><b>A. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>1. Open <a href="https://eservices.nsd.com">https://eservices.nsd.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.nsd.com/">https://eservices.nsd.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.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3. Proceed with completing the required fields.</li> <li>4. After successful registration, please follow steps given under serial number A above to cast your vote.</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.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Click on the icon “Login” which is available under ‘Member/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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> </ol>
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	<p>4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>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> <p><b>D.</b> Members/Members can also download NSDL Mobile App "NSDL Speede" facility by using the link given below.          Android: <a href="https://tiny.one/NSDLplaystore">https://tiny.one/NSDLplaystore</a>          iOS: <a href="https://tiny.one/NSDLIOS">https://tiny.one/NSDLIOS</a></p>
Individual Members 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/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/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/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>2. Proceed to complete registration using the required fields.</li> <li>3. After successful registration, please follow steps given under serial no. A above to cast your vote.</li> </ol> <p><b>C. By visiting the e-voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>1. Visit <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>2. Provide Demat Account Number and PAN.</li> <li>3. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>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.</li> </ol>
Individual Members (holding securities in Demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ol>



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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 <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 Members 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 22-23058542/43.



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### **Explanatory statement pursuant to section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

#### **Item No. 1: Appointment of Mr. Anand Raghavan (DIN:00243485) as an Independent Director of the Company**

The members may please note that the second term for the three Independent Directors on the Board of the Company, viz. Mr. S. Krishnamurthy (DIN: 00066044), Mr. K M Mohandass (DIN: 00707839) and Mr. Krishnamurthy Vijayan (DIN: 00589406) ends on March 03, 2025. Accordingly, the Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 (“Act”) read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Anand Raghavan (DIN: 00243485) as an Independent Director of the Company. The Board of Directors, at its meeting held on January 31, 2025, considered the recommendation and appointed Mr. Anand Raghavan (DIN: 00243485) with effect from January 31, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Anand Raghavan as an Independent Director will be for a term of 5 (five) consecutive years from January 31, 2025, subject to the approval of members of the Company.

Mr. Anand Raghavan is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Anand Raghavan that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

In the opinion of the Board of Directors, Mr. Anand Raghavan fulfils the conditions for appointment as an Independent Director as specified in the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, the Act and the Listing Regulations. Mr. Anand Raghavan is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Mr. Anand Raghavan’s vast experience in the financial services industry and his experience of serving on the boards of various listed companies across diverse industries will benefit the Company. He also possesses skills in corporate taxation, foreign investment, exchange control regulations etc. In view of the above, the appointment of Mr. Anand Raghavan as an Independent Director is in the interest of the Company

A brief profile of Mr. Anand Raghavan, including nature of his expertise, as required to be disclosed pursuant to Reg. 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”) is annexed as **Annexure – A** to this Postal Ballot Notice.

Mr. Anand Raghavan shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Anand Raghavan as an Independent Director requires approval of members of the Company.

## Aptus Value Housing Finance India Limited

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CIN: L65922TN2009PLC073881

[www.aptusindia.com](http://www.aptusindia.com)

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Anand Raghavan as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Anand Raghavan as an Independent Director of the Company. Copy of the letter of appointment issued to Mr. Anand Raghavan setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to [cs@aptusindia.com](mailto:cs@aptusindia.com).

Except Mr. Anand Raghavan, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 of this postal ballot notice.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this postal ballot notice for approval by the members.

### **Item No. 2: Appointment of Mr. Natarajan Ramasubramanian (DIN:10887970) as an Independent Director of the Company:**

The members may please note that the second term for the three Independent Directors on the Board of the Company, viz. Mr. S. Krishnamurthy (DIN: 00066044), Mr. K M Mohandass (DIN: 00707839) and Mr. Krishnamurthy Vijayan (DIN: 00589406) ends on March 03, 2025. Accordingly, the Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Natarajan Ramasubramanian (DIN: 10887970) as an Independent Director of the Company. The Board of Directors, at its meeting held on January 31, 2025, considered the recommendation and appointed Mr. Natarajan Ramasubramanian (DIN:10887970) with effect from January 31, 2025, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Natarajan Ramasubramanian as an Independent Director will be for a term of 5 (five) consecutive years from January 31, 2025, subject to the approval of members of the Company.

Mr. Natarajan Ramasubramanian (DIN: 10887970) is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Natarajan Ramasubramanian that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

In the opinion of the Board of Directors, Mr. Natarajan Ramasubramanian fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Natarajan Ramasubramanian is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Mr. Natarajan Ramasubramanian's experience of over 35 years in the department of regulation of the Reserve Bank of India and his expertise in financial services regulation and corporate governance will benefit the Company.

A brief profile of Mr. Natarajan Ramasubramanian, including nature of his expertise, as required to be disclosed pursuant to Reg. 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is annexed as **Annexure – B** to this Postal Ballot Notice.

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Mr. Natarajan Ramasubramanian shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Natarajan Ramasubramanian as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Natarajan Ramasubramanian as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Natarajan Ramasubramanian as an Independent Director of the Company. Copy of the letter of appointment issued to Mr. Natarajan Ramasubramanian, setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to [cs@aptusindia.com](mailto:cs@aptusindia.com).

Except Mr. Natarajan Ramasubramanian, none of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 of this postal ballot notice.

The Board of Directors commends the Special Resolution set out at Item No. 2 of this postal ballot notice for approval by the members.

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

sd/-  
Sanin Panicker  
Company Secretary & Compliance Officer

**ANNEXURE A**

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

Name of Director	Mr. Anand Raghavan															
DIN	00243485															
Date of Birth (Age)	04/06/1961 (63 years)															
Qualifications	Member of the Institute of Chartered Accountants of India															
Experience / Expertise in specific functional areas	Mr. Anand Raghavan is a seasoned professional with over 30 years of experience spanning diverse industries, including Taxation, Media & Entertainment, and Financial Services. He spent over a decade as a Partner at Ernst & Young LLP, advising on tax and regulatory aspects across industries such as financial services, real estate, auto components, and media. He has deep expertise in NBFC Regulations, Corporate Taxation, Foreign Investment, and Exchange Control Regulations.															
Terms and conditions of appointment	Appointment as an Independent Director not liable to retire by rotation for a term of 5 consecutive years with effect from January 31, 2025.															
Remuneration sought to be paid	Fee for attending meetings and profit related commission in accordance with the provisions of the Companies Act, 2013.															
Details of remuneration last drawn	Not applicable															
Date of first appointment on the Board	January 31, 2025															
In case of Independent Director, Skills and capabilities required for the role and the manner in which the Director meet the requirements	<ul style="list-style-type: none"> <li>• He has diversified experience in industries such as Taxation, Media &amp; Entertainment, and Financial Services.</li> <li>• He has expertise in NBFC Regulations, Corporate Taxation, Foreign Investment, and Exchange Control Regulations.</li> <li>• He has experience of serving on the boards of various listed companies across diverse industries.</li> </ul>															
Shareholding in the Company including as a beneficial owner	Nil															
Relationship with other Directors/ Key Managerial Personnel	Not related to any Directors or Key Managerial Personnel of the Company.															
Number of meetings of the Board attended during the year	Not applicable															
Names of entities in which Director holds Directorships	<ol style="list-style-type: none"> <li>1. RCH Service India Private Limited</li> <li>2. TVS Infrastructure Investment Manager Private Limited</li> <li>3. Shriram Life Insurance Company Limited</li> <li>4. SK Finance Limited</li> <li>5. Five-Star Business Finance Limited</li> <li>6. Jasmine Concrete Exports Private Limited</li> <li>7. Nani Palkhivala Arbitration Centre</li> <li>8. Chennai International Centre</li> </ol>															
Names of listed entities in which Director holds Directorships, Membership/Chairmanship of Committees	<ol style="list-style-type: none"> <li>1. Five-Star Business Finance Limited           <table border="1" data-bbox="721 1832 1398 2063"> <thead> <tr> <th>No.</th> <th>Name of Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Audit Committee</td> <td>Chairperson</td> </tr> <tr> <td>2.</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>3.</td> <td>Risk Management Committee</td> <td>Member</td> </tr> <tr> <td>4.</td> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> </tbody> </table> </li> </ol>	No.	Name of Committee	Designation	1.	Audit Committee	Chairperson	2.	Nomination and Remuneration Committee	Member	3.	Risk Management Committee	Member	4.	Corporate Social Responsibility Committee	Member
No.	Name of Committee	Designation														
1.	Audit Committee	Chairperson														
2.	Nomination and Remuneration Committee	Member														
3.	Risk Management Committee	Member														
4.	Corporate Social Responsibility Committee	Member														

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No.	Name of Committee	Designation
1.	Audit Committee	Chairperson
2.	Nomination and Remuneration Committee	Chairperson
3.	Risk Management Committee	Member
4.	Corporate Social Responsibility Committee	Member

  

No.	Name of the Company	Date of Cessation
1.	Muthoot Microfin Limited	02/12/2024
2.	Tamil Nadu Newsprint & Papers Limited	20/09/2022

### 2. SK Finance Limited

Listed entities from which the Director has resigned from Directorship in last 3 (three) years.

**ANNEXURE B**

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

Name of Director	Mr. Natarajan Ramasubramanian
DIN	10887970
Date of Birth (Age)	18/09/1962 (62 years)
Qualifications	<ul style="list-style-type: none"> <li>• Member of the Institute of Chartered Accountants of India</li> <li>• Member of the Institute of Cost Accountants of India</li> <li>• Certified Associate of the Indian Institute of Bankers</li> </ul>
Experience / Expertise in specific functional areas	Mr. Natarajan Ramasubramanian is experienced and accomplished financial services professional with over 35 years of service at the Reserve Bank of India (RBI) with expertise in regulatory policy, licensing of banks, and financial statement scrutiny. Mr. Natarajan Ramasubramanian also contributed significantly to international financial relations, representing RBI in India-UK and India-Australia FTA negotiations. He has also served as an Accounting Advisor in Da Afghanistan Bank and as a faculty at zonal training centers of RBI.
Terms and conditions of appointment	Appointment as an Independent Director not liable to retire by rotation for a term of 5 consecutive years with effect from January 31, 2025
Remuneration sought to be paid	Fee for attending meetings and profit related commission in accordance with the provisions of the Companies Act, 2013.
Details of remuneration last drawn	Not applicable
Date of first appointment on the Board	January 31, 2025
In case of Independent Director, Skills and capabilities required for the role and the manner in which the Director meet the requirements	<ul style="list-style-type: none"> <li>• He specialized in banking regulation, policy formulation, bank licensing, and financial oversight.</li> <li>• He has led advisory committees and contributed to the restructuring of RBI's balance sheet, the review of ownership guidelines for private sector banks, and the introduction of ISO certification processes for RBI, demonstrating strong governance and risk management capabilities.</li> </ul>
Shareholding in the Company including as a beneficial owner	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Directors or Key Managerial Personnel of the Company
Number of meetings of the Board attended during the year	Not applicable
Names of entities in which Director holds Directorships	Nil
Names of listed entities in which Director holds Directorships, Membership/Chairmanship of Committees	Nil
Listed entities from which the Director has resigned from Directorship in last 3 (three) years.	Nil