September 08, 2021

To,	To,
BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Scrip Code: 543335	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Scrip Symbol: APTUS

Dear Sir/Madam,

Sub: AGM and Book Closure Notice

We wish to inform you that the 12th Annual General Meeting (AGM) of the Members of Aptus Value Housing Finance India Limited will be held on Thursday, the 30th day of September 2021 at 11:00 A.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual Report of the Company along with the Notice of AGM for the financial year 2020-21 is being sent through electronic mode to the Members. The Annual Report and the Notice of AGM is also uploaded on the Company's website at the link given below:

AGM Notice:
https://www.aptusindia.com/pdf/Notice%20of%20the%2012th%20AGM%20of%20Aptus%20Value%20Housing%20Finance%20India%20Limited.pdf

Annual Report: https://www.aptusindia.com/pdf/Annual%20Report_Aptus_2020-21.pdf

The details such as manner of registering / updating email addresses, casting vote through e-voting and attending the AGM through VC / OAVM has been set out in the Notice of the AGM.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members & Share Transfer Books will remain closed from Thursday, September 23, 2021 to Thursday, September 30, 2021 (both days inclusive), for purpose of the 12th AGM.

Notice of the 12th AGM of the Company is enclosed herewith.

We request you to kindly take the same on records.

Yours Sincerely,

For Aptus Value Housing Finance India Limited

SANIN PANICKER
Digitally signed by SANIN PANICKER
Date: 2021.09.08 21:47:23 +05'30'

Sanin Panicker
Company Secretary & Compliance Officer
Membership No: A32834

Aptus Value Housing Finance India Limited

Registered Office: 8B, Doshi Towers, 8th Floor, No. 205, Poonamallee High Road, Kilpauk, Chennai – 600 010.
CIN: U65922TN2009PLC073881 • **Tel:** 044 – 45650000 • **Fax:** 044 – 45554170
E-mail: cs@aptusindia.com **Website:** www.aptusindia.com

Notice to Members

NOTICE is hereby given that the 12th Annual General Meeting of the Members of the Company will be held on Thursday, 30th September 2021, at 11:00 AM 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, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

   (a) "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2021 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, 2021 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, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

   RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Suman Bollina (holding DIN: 07136443), Non-Executive Director, who retires at this meeting, be and is hereby re-appointed as a Non - Executive Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY 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 Section 197, 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to the Articles of Association of the company, consent of the Members be and is hereby accorded to the revision in the terms of remuneration payable to Mr. M Anandan, Chairman and Managing Director (DIN: 00033633), as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee), be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in the terms of remuneration so as to comply with the requirements as specified in Schedule V of the Act as may be deemed to be in the best interest of the Company.

4. To consider and if thought fit, to pass, with or without modification(s), 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 August 11, 2020 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 money 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 Rs. 4000 crores (Rupees Four 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 Rs. 1500 Crores (Rupees One Thousand and Five Hundred Crores) within the overall borrowing limits of Rs. 4000 crores (Rupees Four 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 to give effect to this resolution.

5. To consider and if thought fit, to pass, with or without modification(s), 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 August 11, 2020 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 Rs. 4000 crores (Rupees Four 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 to give effect to this resolution.

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

RESOLVED THAT pursuant to the provisions of 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 NCDs including NCDs which are Listed/Unlisted, Secured, Rated, Redeemable, in one or more series / tranches, aggregating up to Rs. 1500 Crores (Rupees One Thousand and Five Hundred 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 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.

By Order of the Board of Directors

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

Chennai
September 06, 2021

NOTES

1. **In view of the difficulties of resurgence of the 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 and Circular No. 02/2021 dated January 13, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by Securities and Exchange Board of India (SEBI) 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 AGM through VC/OAVM.**

2. **Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.**

3. Pursuant to the provisions of section 91 of the Companies Act, 2013 and the listing regulations, the register of members and share transfer books of the company will remain closed from September 23, 2021 to September 30, 2021 (both days inclusive). 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 Private 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 12th AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. Corporate members / Institutional members intending to appoint their authorized representatives to attend the AGM 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 and are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at evoting.aptus@sandeep-cs.in with a copy marked to cs@aptusindia.com.

6. 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.

7. 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 AGM is annexed hereto.

8. Information as required under the Listing Regulations in respect of re-appointment of Mr. Suman Bollina, Non-Executive Director is furnished and forms a part of the notice as Annexure A.

9. In terms of the requirements of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

10. In line with the MCA Circular dated May 5, 2020 and January 13, 2021 and SEBI Circular dated May 12, 2020 and January 15, 2021 the Notice of the AGM along with the Annual Report 2020–21 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, website of RTA https://evoting.kfintech.com and on the websites of stock exchanges www.bseindia.com and www.nseindia.com. The Notice convening the 12th AGM has been uploaded on the website of the Company at www.aptusindia.com. For any communication, the members may send requests to the Company's email ID cs@aptusindia.com.

11. 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.

12. 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.

13. 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 1 April, 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.

14. 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 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. September 30, 2021. Members seeking to inspect such documents can send an email to cs@aptusindia.com.

15. **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: Monday, September 27, 2021 at 09:00 a.m. (IST) and End of remote e-voting: Wednesday, September 29, 2021 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 48 (Forty-Eight) hours 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, that is, Thursday, September 30, 2021.

e. The Results of voting declared along with Scrutinizer's Report will be published on the website at https://www.aptusindia.com and on Service Provider's website at https://evoting.kfintech.com within 48 (Forty Eight) hours 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. **Information and instructions relating to remote e-voting and e-voting are as under:**

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., Wednesday, September 22, 2021 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 the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Saturday, September 25, 2021 at 09:00 a.m. (IST) till Monday, September 27, 2021 at 05:00 p.m. (IST). Only those members who are registered will be allowed to express their views or ask questions. 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 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 given below:

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 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 (6314), 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 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")	**A. User already registered for IDeAS facility:** 1. Open https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" 4. Click on Company Name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting. **B. User is not registered for IDeAS e-Services:** 1. To register, open https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Select "Register Online for IDeAS "Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields **C. By visiting the e-Voting website of NSDL:** 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under 'Shareholder/Member' section 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 5. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

Individual Shareholders holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	**A. Existing user who have opted for Easi/Easiest** 1. Click at https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote **B. User not registered for Easi/Easiest** 1. Option to register is available at https://web.cdslindia.com/myeasi./Registration/ EasiRegistration. 2. Proceed with completing the required fields. **C. By visiting the e-Voting website of CDSL:** 1. Visit at 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 user will be provided links for the respective ESP where the e-voting is in progress.
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

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 / smart phones / 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.

Step 1	Access the URL https://emeetings.kfintech.com/
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

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 has been appointed as Chairman and Managing Director of the Company for a period of five years commencing from 24th December 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 at the Annual General Meeting. Due to the disruptions caused by the outbreak of COVID 19 pandemic especially on the economic front, as per the request made by Mr. M Anandan to continue with his existing level of remuneration, Board at its meeting held on 30th May 2020 and shareholders at their Annual General Meeting held on 11th August 2020 had decided to retain the same level of remuneration upto 30th September 2020.

Subsequently, the proposals to revise the remuneration for the period, October 01, 2020 to March 31, 2021 and for the period, April 1, 2021 to March 31, 2022 were considered by the NRC. 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 their meetings held on November 12, 2020 and June 24, 2021, based on the recommendation of NRC had approved revision in remuneration as given below:

Particulars	October 1, 2020 to March 31, 2021	April 1, 2021 to March 31, 2022
A. Salary	Rs 25 lakhs per month	Rs 33.33 lakhs per month
B. Allowances	Rs. 12.5 lakhs per month	Rs. 16.66 lakhs per month
C. Commission	Rs. 200 lakhs for FY 2020-21	upto Rs 300 lakhs for FY 2021-22

D. Retirement Benefits/ Perquisites:

There are no changes in retirement benefits- provident fund, medical reimbursement, personal accident insurance and perquisites as approved by the shareholders at the previous Annual General Meeting held on August 11, 2020.

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. 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 ordinary 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: 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 August 11, 2020, 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 Rs.3500 crores which was in excess of the paid up capital and free reserves of the Company as at March 31, 2020

The outstanding borrowing of the Company as at March 31, 2021 amounted to approximately Rs.2168 crores. 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 Rs.3500 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.4 of the notice is proposed.

Since the borrowing limit of Rs.4000 crores as proposed in the special resolution appearing in item no. 4 of this notice is in excess of paid up capital and its free reserves, the proposal requires the approval of shareholders by means of a special resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

Your Directors recommend the above Special Resolution in item no. 4 for your approval.

Item No. 5: 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 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.

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. 5 of the Notice.

The Board recommends the Special Resolution set out at item no. 5 of the Notice for approval by the shareholders.

Item No. 6: 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 of the Company, 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 Rs. 1500 Crores by way of a Special Resolution as set out at item no. 6 of the Notice. The said limit of Rs. 1500 crores for issuance of NCDs shall be within the overall borrowing limits of Rs. 4000 crores as proposed in the special resolution appearing in item no. 4 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.

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. 6 of the Notice.

By Order of the Board of Directors

sd/-

Chennai
September 06, 2021

Sanin Panicker
Company Secretary
Membership No.: A32834

ANNEXURE A

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of Director	Mr. M Anandan
DIN	00033633
Date of Birth (Age)	26/01/1950 (71 years)
Qualifications	Mr. M Anandan holds a bachelor's degree in commerce from the University of Madras. He is also a member of the Institute of Chartered Accountants of India.
Experience / Expertise in specific functional areas	Mr. M Anandan is the Chairman and Managing Director of our Company. He has over 40 years of experience in the financial services sector and has previously served as the Managing Director of Cholamandalam Investment and Finance Company Limited, part of the Murugappa Group and was also the Managing Director of Cholamandalam MS General Insurance Company.
Terms and conditions of appointment / reappointment	Chairman and Managing Director
Remuneration sought to be paid	As set out in the ordinary resolution under item no. 3 of this Notice
Remuneration last drawn (for financial year 2020-21)	Same as set out in the ordinary resolution under item no. 3 of this Notice
Date of first appointment on the Board	11th December 2009
Shareholding in the Company	25.14% (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 2020-21	4 (Four) out of 4 (Four) meetings held
Other Directorships, Membership / Chairmanship of Committees of other Boards	Nil

ANNEXURE A

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of Director	Mr. Suman Bollina
DIN	07136443
Date of Birth (Age)	31/03/1985 (36 years)
Qualifications	Mr. Suman Bollina has received an MBA from SP Jain Centre of Management, Dubai/Singapore and he is an engineering graduate, BE (Hons) from Birla Institute of Technology & Science, Pilani.
Experience / Expertise in specific functional areas	Suman Bollina is a Non – Executive Director on the Board of our Company. He is the executive managing partner of Sri Santhi Corporation. He has over 10 years of experience in the development of residential layouts and design, construction and sale of apartments.
Terms and conditions of appointment / reappointment	Non-Executive Director liable to retire by rotation
Remuneration sought to be paid	Sitting fees, profit related commission
Remuneration last drawn (for financial year 2020-21)	Sitting fees of Rs. 0.60 lakhs Commission of Rs. 7.5 lakhs
Date of first appointment on the Board	27th March 2015
Shareholding in the Company	0.08%
Relationship with other Directors, Manager and KMP of the Company	Mr. M Anandan, Chairman and Managing Director: Immediate relative
Number of Board Meetings attended during the Financial Year 2020-21	4 (Four) out of 4 (Four) meetings held
Other Directorships, Membership / Chairmanship of Committees of other Boards	a) Member of the Board of Directors of Aptus Finance India Private Limited, wholly owned subsidiary company. b) Chairman of the Corporate Social Responsibility Committee of Aptus Finance India Private Limited, wholly owned subsidiary company. c) Member of Nomination & Remuneration Committee of Aptus Finance India Private Limited, wholly owned subsidiary company.