

Notice to Members

NOTICE is hereby given that the 16th Annual General Meeting ("AGM") of the shareholders of Aptus Value Housing Finance India Limited ("the Company") is scheduled to be held on Thursday, August 21, 2025, at 11:00 AM (IST) through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

1. Adoption of financial statements

To receive, consider and adopt

- the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors thereon; and
- the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with the report of the Auditors thereon.

2. Appointment of Mr. K.P. Balaraj as Director, liable to retire by rotation

To appoint a Director in place of Mr. K.P. Balaraj (holding DIN: 00163632), who retires by rotation at this meeting and being eligible, seeks re-appointment.

SPECIAL BUSINESSES:

3. To appoint the Secretarial Auditors of the Company.

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 Audit Committee and the approval of the Board of Directors and pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, M/s. S. Sandeep & Associates, Practising Company Secretaries, Chennai, (Firm Registration No: P2025TN103600) be and is hereby appointed as the Secretarial Auditors of the Company to hold the office for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to fix, from time to time, the remuneration payable to the

secretarial auditors of the Company, including actual travelling and out-of-pocket expenses incurred in connection with the audit, in addition to applicable taxes, during the appointed period.

RESOLVED FURTHER THAT the Board of Directors or the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary for the purpose of giving effect to this resolution."

4. To approve the increase in borrowing powers in excess of the paid-up share capital, free reserves and securities premium of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the 15th Annual General Meeting of the Company held on August 14, 2024 and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act and any rules made there under, or any other law for the time being in force (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of the Memorandum and Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Resourcing and Business Committee or any such Committee which the Board may constitute / authorize for this purpose) of the Company to borrow such sum or sums of moneys by way of all kinds and types of loans, advances, term loans, non-convertible debentures (secured or unsecured), direct assignment or securitisation of receivables, external commercial borrowings, commercial papers, or any other form of debt instruments or structured finance products (apart from temporary loans from the Company's Bankers), from time to time, upto a sum of Rs. 10,000 crores (Rupees Ten Thousand crores only) 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 Corporates 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, its free reserves and securities premium.

RESOLVED FURTHER THAT the Company may issue from time to time, Debenture/Bonds and other debt instruments, aggregating up to Rs 2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores only) within the overall borrowing limits of Rs. 10,000 Crores (Rupees Ten Thousand Crores only).

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

5. To approve creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 to secure the borrowings made/to be made under section 180(1)(c) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders at the 15th Annual General Meeting of the Company held on August 14, 2024 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 (hereinafter referred to as "the Board" 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. 10,000 Crores (Rupees Ten Thousand Crores only) outstanding at any point of time on account of principal.

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

6. To approve the issue of Non-Convertible Debentures, in one or more tranches on private placement basis.

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and other regulations, rules and guidelines issued by Reserve Bank of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) and in accordance with the Memorandum of Association and Articles of Association of the Company, consent of the shareholders be and is hereby given to issue, offer or invite subscriptions for all kinds and types of Non-convertible Debentures ("NCDs") including NCDs which are listed/unlisted, secured, rated, redeemable, in one or more series / tranches, aggregating up to Rs. 2,250 Crores (Rupees Two Thousand Two Hundred and Fifty Crores) to any Institution, Body Corporates, Mutual Funds, any

other person or persons, domestic or foreign, as permitted under applicable laws, on private placement basis on such terms and conditions as the Board of Directors (which term shall be deemed to include Resourcing and Business Committee of the Board or any other committee which may be constituted/authorized for this purpose) may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said NCDs be offered, the consideration for the offer, utilization of the proceeds and all matters connected with or incidental thereto.

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

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Debentures of the Company, the Board of Directors be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters, and things as it may, in its absolute discretion, deem

necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of debentures of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to the Resourcing and Business Committee or any Director or Directors or to any member of the Resourcing and Business Committee or to any Committee of Directors or to any officer or officers of the Company to give effect to this resolution."

By Order of the Board of Directors

Chennai
May 06, 2025

sd/-
Sanin Panicker
Company Secretary

NOTES:

- a) Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("Circulars") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said circulars, the AGM shall be conducted through VC / OAVM.
- b) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility of appointing proxies by members under section 105 of the Companies Act, 2013 ("the Act") to attend and cast vote for the members is not available for this AGM. However, pursuant to Section 113 of the Act, 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. Corporate members / Institutional members intending to appoint their authorized representatives to attend the AGM are requested to send a certified copy of the Board resolution/ authorization letter, authorizing their representative to attend and vote through VC or to vote through remote e-voting, to the Scrutinizer by e-mail at evoting.aptus@sandeep-cs.in with a copy marked to cs@aptusindia.com.
- c) The Notice is being sent to all the Shareholders/ Members/ Beneficiaries electronically, whose names appear on the Register of Members/ Record of Depositories as on Friday, July 18, 2025 in accordance with the provisions of the Act, read with Rules made thereunder and the Circulars. All correspondence relating to change of address, e-mail ID, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the Company may be made to KFin Technologies Limited ("KFin"), the registrar and share transfer agent ("RTA"). The members holding shares in dematerialised form may send such communication to their respective depository participant/s ("DPs").
- d) Since the 16th AGM will be held through VC, the route map of the venue of the meeting is not annexed hereto. The deemed venue for the 16th AGM shall be the Registered Office of the Company.
- e) Shareholders/Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA at einward.ris@kfintech.com or with the Company Secretary at cs@aptusindia.com.
- f) Shareholders/Members of the Company are requested to note that as per the provisions of section 124 of the Act, dividends not encashed/ claimed by the members of the Company, within a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company. Further, pursuant to the provisions of Section 124 of the Act and Investor Education and Protection Fund Authority Rules, 2016, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to an IEPF suspense account in the name of the Company within 30 (thirty) days of such shares becoming due for transfer to IEPF.
- g) A statement pursuant to Section 102(1) of 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.
- h) The Company has appointed Mr. S. Sandeep (Membership No. 5853, COP No. 5987), Practising Company Secretary, to act as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed for the purpose.
- i) The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman (who shall countersign the same) after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, National Securities Depository Limited (NSDL) and RTA and will also be displayed on the Company's website www.aptusindia.com.
- j) In terms of the requirements of Regulation 36 of the Listing Regulations and the Secretarial Standards - 2 on "General Meetings" issued by the Institute of Company Secretaries of India (ICSI), brief resume and statement as required under paragraph no. 1.2.5 of SS2 - Secretarial Standards on General Meetings and Information as required under the Listing Regulations in respect of re-appointment of Mr. K.P. Balaraj, Non-executive Nominee Director is furnished and forms a part of this notice as **Annexure A**.
- k) The Shareholders/Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available

for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons 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.

- i) The attendance of the Shareholders/Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- m) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company is providing facility of remote e-Voting to its Shareholders/Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder/Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
- n) Shareholders/Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders/members holding shares in dematerialized mode, physical mode and for shareholders/members who have not registered their email addresses is provided in the 'The Instructions for Members for Remote E-Voting and Joining General Meeting' section which forms part of this Notice.
- o) In line with the circulars, the Notice calling the AGM is being sent only through electronic mode to those Shareholders/Members whose email addresses are registered with the Company / Depositories and the same has been uploaded on the website of the Company at www.aptusindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com.
- p) Since shares of the Company are traded on the stock exchanges compulsorily in demat mode, shareholders/members holding shares in

physical mode are advised to get their shares dematerialised. Effective April 01, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders/members, 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/Members 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.

- q) As per the SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, facility for registering nomination is available for shareholders/ members in respect of the shares held by them. Shareholders/Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 which can be obtained from depository participants or downloaded ([click here to download](#)). Shareholders/ Members holding shares in electronic form may approach their respective DPs for completing the nomination formalities.
- r) 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 Listing Regulations will be available electronically for inspection by the shareholders/members during the AGM. All documents referred to in the notice will also be available for electronic inspection by the shareholders/members up to the date of AGM, i.e. August 21, 2025. Shareholders/Members seeking to inspect such documents can send an email to cs@aptusindia.com.
- s) Shareholders / Members who would like to express their views or ask questions may register themselves as a speaker by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio number, PAN, mobile number to cs@aptusindia.com on or before Wednesday, August 20, 2025 at 05:00 p.m. (IST). Only those shareholders/members who are registered will be allowed to express their views or ask questions. Please note that questions will be answered only if the shareholder/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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, August 18, 2025 at 09:00 A.M. and ends on Wednesday, August 20, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Shareholders/ Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, August 14, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 14, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
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5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, 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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.
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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your votes electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting.aptus@sandeep-cs.in with a copy marked to cs@aptusindia.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available

at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Senior Manager) at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@aptusindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@aptusindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@aptusindia.com. The same will be replied by the Company suitably.

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 notice of the 16th Annual General Meeting of the Company.

Item no. 3: Appointment of Secretarial Auditor

Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates listed entities to annex with their annual report, a Secretarial Audit Report issued by a Practicing Company Secretary in respect of the company and its material unlisted subsidiaries.

In accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, read with the SEBI notification dated December 12, 2024, and other applicable provisions, a listed company may appoint a peer-reviewed firm of practising company secretaries as Secretarial Auditors for not more than two terms of five consecutive years each. M/s S. Sandeep & Associates, being a peer-reviewed firm and eligible for such appointment, has been recommended by the Audit Committee for a term of five consecutive years. Based on this recommendation, the Board of Directors, at its meeting held on May 06, 2025, approved the appointment of M/s S. Sandeep & Associates as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 and ending with FY 2029-30. The said appointment is subject to the approval of the shareholders at the ensuing Annual General Meeting.

Brief profile of M/s. S. Sandeep & Associates:

M/s. S. Sandeep & Associates ("SSA"), established in 2006, is spearheaded by CS S. Sandeep who has two decades of professional excellence in corporate and securities laws. Under his leadership, the firm has built a strong and diverse clientele comprising prominent public sector undertakings like State Industries Promotion Corporation of Tamil Nadu (SIPCOT), Tamil Nadu Industrial Investment Corporation Limited (TIIC), and Chennai Metro Rail Limited, as well as reputed private and listed companies such as Hindustan Oil Exploration Company Limited, Five Star Business Finance Limited, and Radiant Cash Management Services Limited. The firm has earned a reputation for delivering trusted and comprehensive advisory services across a wide array of sectors.

The firm offers a comprehensive range of professional services, including Company law advisory and secretarial services, Mergers & acquisitions advisory, Valuation services, Foreign exchange law advisory, Risk assurance and due diligence and Foreign investment and approval services.

Furthermore, in terms of the amended regulations, SSA has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. It has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest as provided under regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company and its subsidiary.

The terms and conditions of SSA's appointment include tenure of five financial years, commencing from April 1, 2025, and ending on March 31, 2030. The fixed remuneration for the Secretarial Audit for the financial year 2025-26 is set at Rs. 2,50,000/- (Rupees

Two Lakhs and Fifty Thousand only), plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit. Remuneration for subsequent years shall be determined by the Board of Directors in consultation with the Audit Committee. The proposed fees have been determined based on the scope of work, required team size, industry experience, and the time and expertise necessary for SSA to conduct the audit effectively.

In addition to the Secretarial Audit services, the Company may, from time to time, engage SSA for issuing certifications under various statutory regulations, certifications required by banks and regulatory authorities, audit-related services, and other permissible non-secretarial audit services. Such services will be undertaken for separate remuneration, to be mutually agreed upon and approved by the Board of Directors in consultation with the Audit Committee. It is clarified that the above-mentioned fees are exclusive of the proposed remuneration payable, if any, for the Secretarial Audit of the Company's subsidiary.

The Board of Directors, based on the recommendations of the Audit Committee, shall approve revisions to the remuneration of SSA for the remaining part of the tenure.

Based on the recommendations of the Audit Committee, the Board of Directors has approved and recommended the aforesaid proposal for the approval of the shareholders, after considering the firm's eligibility, professional qualifications, experience, independent assessment, and the expertise of its partners in delivering secretarial audit services. The Board also took into account the competency of the firm's staff and the Company's past experience with the firm, including the quality of audit work previously undertaken.

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. 3 of the notice.

The Board of Directors recommends the resolution set forth in item no. 3 of the notice for the approval of shareholders.

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 shareholders 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, free reserves and securities premium.

At the Annual General Meeting of the Company held on August 14, 2024, 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 up to Rs. 9,000 crores which was in excess of the paid up capital and free reserves of the Company as at March 31, 2024.

In order to support the Company's growth strategy and to meet the increasing funding requirements for business expansion and loan disbursements, it is proposed to enhance the borrowing limit. The Company may, from time to time, be required to raise funds through various means of borrowing, including but not limited to term loans, non-convertible debentures, direct assignments, securitisation of receivables, external commercial borrowings, commercial papers, and other permissible debt instruments and structured finance products. These borrowings may be secured or unsecured and may be raised from banks, financial institutions, non-banking financial companies, mutual funds, investment institutions, bodies corporate, multilateral agencies, or any other persons or entities, whether in India or abroad, as permitted under applicable laws. Such borrowings are likely to exceed the existing borrowing limit of Rs. 9,000 crores.

Since the borrowing limit of Rs. 10,000 crores as proposed in the special resolution appearing in item no.4 of this notice is in excess of paid up capital and free reserves of the Company, 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.

The Board of Directors recommends the resolution set forth in item no. 4 of the notice for the approval of shareholders.

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 shareholders in a 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 shareholders 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 of Directors recommends the resolution set forth in item no. 5 of the notice for the approval of 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 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, the 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 from the proposed issue will be utilized towards meeting the working capital requirements and financing the growth of the Company's lending portfolio.

In this context, approval of the shareholders is being sought for issuance / offers of NCDs aggregating up to Rs. 2,250 Crores by way of a Special Resolution as set out at item no. 6 of the notice. The said limit of Rs. 2,250 crores for issuance of NCDs shall be within the overall borrowing limits of Rs. 10,000 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 NCDs, as may be required by the Company, from time to time for a period of one 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.

The Board of Directors recommends the resolution set forth in item no. 6 of the notice for the approval of shareholders.

By Order of the Board of Directors

Chennai
May 06, 2025

sd/-
Sanin Panicker
Company Secretary

Annexure to the Notice

Disclosure pursuant to Regulation 36 (3) of SEBI Listing Regulations, a brief resume and a statement as required by paragraph no. 1.2.5 of SS2 – Secretarial Standards on General Meetings.

Name of Director	Mr. K P Balaraj
DIN	00163632
Date of Birth (Age)	18/01/1971 (54 years)
Qualifications	Mr. K P Balaraj holds a bachelor's degree in business management from Brigham Young University, Hawaii and a Master's degree in business administration from Harvard Business School.
Experience / Expertise in specific functional areas	Mr. K P Balaraj was the co-founder and Managing Director at WestBridge Capital India Advisors Private Limited and has several years of experience in the investment industry. He is currently a partner at Waimea Bay Advisors LLP.
Terms and conditions of appointment / reappointment	Appointment as a Non-Executive Director, nominated by WestBridge Crossover Fund, LLC, Investor Promoter
Remuneration proposed to be paid	Nil
Remuneration last drawn (for financial year 2024-25)	Nil
Date of first appointment on the Board	04/03/2015
Shareholding in the Company	Nil
Relationship with other Directors, Manager and KMP of the Company	None
Number of Board Meetings attended during the Financial Year 2024-25	Four (4) out of Six (6) meetings
Directorships of other Boards (including Directorships on the Board of listed companies) as on March 31, 2025	Nil
Membership/ Chairmanship of Committees of the Board of other Companies	Nil
Names of the listed entities from which the appointee has resigned in the past three years	Nil