

Ref No: APTUS/08-JAN/2025-26

January 19, 2026

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

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, please find enclosed the Postal Ballot Notice ("the Notice") dated January 12, 2026 seeking approval of the members for the business set out in the Notice through remote e-voting process.

The Notice is being sent to the members whose names appear on the Register of Members as on **Friday, January 09, 2026 (i.e., cut-off date)**. The Company has engaged the services of M/s. KFin Technologies Limited for providing e-voting facility to its members.

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

The remote e-voting shall commence from **09:00 A.M. (IST) on Tuesday, January 20, 2026** and **shall end at 05:00 P.M. (IST) on Wednesday, February 18, 2026**.

The results of the Postal Ballot along with the Scrutinizer's report shall be announced on or before Friday, February 20, 2026.

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

Please take the same on record.

Thanking you,

For Aptus Value Housing Finance India Limited

Sanin Panicker
Company Secretary & Compliance Officer

Aptus Value Housing Finance India Ltd.

8B, Doshi Towers, 205, Poonamallee High Road, Kilpauk, Chennai-600 010. Tel: 044-4565000. E-mail: cs@aptusindia.com

CIN: L65922TN2009PLC073881



Aptus Value Housing Finance India Limited
 8B, Doshi Towers, 8th Floor, No. 205, Poonamallee High Road, Kilpauk, Chennai - 600 010.
 Tel: 044 - 4565 0000, E-mail: cs@aptusindia.com
 CIN: L65922TN2009PLC073881

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended from time to time (hereinafter referred to as the "Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (hereinafter referred to as the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 09/2023 dated September 25, 2023 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024 and latest being the General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India, (collectively the "MCA Circulars") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking approval of the members of Aptus Value Housing Finance India Limited ("**the Company**") to the proposed resolution appended below through Postal Ballot through remote e-voting process ("**remote e-voting**").

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice ("the Notice") only by e-mail to all its members who have registered their email addresses with the Company or depositories / depository participants as on 09th January 2026 ("cut-off date") and the voting on the resolution proposed in the Notice will only take place through the remote e-voting.

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

The remote e-voting period will commence on **20th January 2026** and shall end on **18th February 2026**.

The Company has appointed Mr. S Sandeep (FCS No. 5853, COP No. 5987), Managing Partner, S. Sandeep & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before 20th February 2026 and will be communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (together the "Depositories"), KFin Technologies Limited ("KFintech" or "Registrar and Share Transfer Agent" or "RTA") and will also be displayed on the Company's website at www.aptusindia.com.



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SPECIAL BUSINESS:

Item No. 1: To approve amendments to the Articles of Association of the Company

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, including the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, and subject to the provisions of the Memorandum and Articles of Association of the Company, and further subject to such other approvals, permissions, consents, and sanctions as may be necessary from any statutory, regulatory, governmental or other authorities (including but not limited to the Registrar of Companies), the consent of the Members of the Company be and is hereby accorded by way of Special Resolution for alteration/amendment of the existing Articles of Association of the Company by insertion of new Articles (or by substitution/addition of suitable provisions, as the case may be) that confer certain rights upon the Promoters including but not limited to nomination of Directors on the Board of the Company, affirmative voting/prior consent on reserved matters and Quorum at Board meetings as detailed in the draft amended and restated Articles of Association.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard and to sign and execute all deeds, application documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds along with filing of necessary e-form and things that may be necessary, proper, expedient or incidental, without being required to seek any further consent or approval of the shareholders of the Company or otherwise to the end and intent that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution signed by any Director and /or Company Secretary of the Company be provided to anyone concerned or interested in the matter.

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

Date: January 12, 2026
Place: Chennai

sd/-
Sanin Panicker
Company Secretary & Compliance Officer



Aptus Value Housing Finance India Limited

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Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposal set out in resolution no. 1 is annexed herewith.
2. The Notice is being sent to the members of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on 09th January 2026 (“Cut-Off Date”).
3. The Members may please note that the Notice will be also available on the Company’s website at www.aptusindia.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at <https://evoting.kfintech.com>.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower-B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana 500 032.
5. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on 09th January 2026 will be considered for the purpose of remote e-voting.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on 09th January 2026. A person who is not a Member on the relevant date should treat this notice for information purpose only.
8. Members desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to remote e-voting” in this Postal Ballot Notice. Members are requested to cast their vote through the remote e-voting process not later than 5.00 PM IST on 18th February 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
9. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot through remote e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before 20th February 2026 and will also be displayed on the website of the Company (www.aptusindia.com), besides being communicated to the Stock Exchanges, Depositories and the Registrar and Share Transfer Agent.
10. The resolution, if passed by the requisite majority, shall be deemed to have been passed on 18th February 2026 i.e., the last date specified for receipt of votes through the remote e-voting.
11. All the material documents referred to in the explanatory statement will be available for inspection

electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to cs@aptusindia.com.

General Information and instructions relating to remote e-voting are as under:

- a. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., 09th January 2026 shall be entitled to avail the facility of remote e-voting.
- b. Any Member who holds the shares as on the cut-off date i.e., 09th January 2026, may obtain the User ID and password in the manner as mentioned below:
 - i. If e-mail address of the Member is registered against Folio No./DP ID Client ID, on the home page of <https://evoting.kfintech.com>, the Member may click “Forgot password” and enter Folio No. or DP ID Client ID and Permanent Account Number (“PAN”) to generate a password.
 - ii. Members may call KFintech’s toll free number 1-800-309-4001
 - iii. Members may send an e-mail request to einward.ris@kfintech.com. If the Member is already registered with the KFintech e-voting platform, such Member can use his/her existing User ID and password for casting the vote through remote e-voting.
- c. The remote e-voting facility will be available during the following period:
 - i. **Commencement of E-Voting:** 09:00 a.m. (IST) on Tuesday, January 20, 2026
 - ii. **End of E-Voting:** 05:00 p.m. (IST) on Wednesday, February 18, 2026

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.

- d. Instructions and other information relating to remote e-voting:
 - A. **Procedure for registering the email address and obtaining the postal ballot and remote e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in Demat form) or with RTA (in case of Members holding shares in physical form):**

Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a. Members holding shares in Demat form can get their email ID registered by contacting their respective DP.
- b. Members holding shares in physical form may register their email address and mobile number with KFin by accessing [Investor Support Center | Kfintech](#).

- Select the Company Name i.e. Aptus Value Housing Finance India Limited
- Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical.
- Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and PAN.
- If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN Card for updating records.
- In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- Enter the email address and mobile number.
- System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
- Enter the OTPs received by SMS and email to complete the validation process. OTPs validity will be for 5 minutes only.
- The Notice and remote e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
- Please note that in case the shares are held in Electronic Form, the above facility is only for temporary registration of email address for receipt of the Notice and the remote e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll free number 1-800-309-4001

B. Procedures for remote E-Voting for Members other than Individual Members holding equity shares in demat mode and members holding equity shares in physical form:

Members whose email IDs are registered with the company/ depository participant(s), will receive an email from KFin which will include details of E-Voting Event Number, USER ID and password. Members will have to follow the following process:

- a. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>.
- b. Enter the login credentials provided in the email and click on Login.
- c. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- d. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).
- e. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- f. Login again with the new credentials.
- g. On successful login, the system will prompt you to select the “EVENT”
- h. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- i. Members holding multiple folios may choose to vote differently for each folio / demat account.



- j. You may then cast your vote by selecting an appropriate option and click on “Submit. A confirmation box will be displayed. Click “Ok” to confirm or “Cancel” to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking “Submit”.
- k. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at [F.A.Q's \(kfintech.com\)](http://F.A.Q's (kfintech.com)) or call KFin Tech on 1-800-309-4001 (toll free).

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

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their Demat accounts in order to access e-voting facility.

Login method for Individual Members holding securities in Demat mode is given below:

Individual Members holding securities in Demat mode with National Securities Depository Limited (“NSDL”)	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none">1. Open https://eservices.nsdl.com2. 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 redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the Meeting. <p>B. User is not registered for IDeAS e-Services:</p> <ol style="list-style-type: none">1. To register, open https://eservices.nsdl.com/ either on a Personal Computer or on a mobile.2. Select “Register Online for IDeAS” portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.3. Proceed with completing the required fields.4. After successful registration, please follow steps given under serial number A above to cast your vote. <p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none">1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.2. Click on the icon “Login” which is available under ‘Member/Member’ section.3. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.
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	<ol style="list-style-type: none">4. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.5. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period. <p>D. Members/Members can also download NSDL Mobile App "NSDL Speede" facility by using the link given below.</p> <p>Android: https://tiny.one/NSDLplaystore</p> <p>iOS: https://tiny.one/NSDLIOS</p>
Individual Members holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	<p>A. Existing user who have opted for Easi/Easiest</p> <ol style="list-style-type: none">1. Click at https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com2. Click on New System Myeasi.3. Login with user ID and Password4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page5. Click on e-voting service provider name to cast your vote <p>B. User not registered for Easi/Easiest</p> <ol style="list-style-type: none">1. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration2. Proceed to complete registration using the required fields.3. After successful registration, please follow steps given under serial no. A above to cast your vote. <p>C. By visiting the e-voting website of CDSL</p> <ol style="list-style-type: none">1. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin2. Provide Demat Account Number and PAN.3. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.4. After successful authentication you will enter the e-voting module of CDSL. Click on Company name or e-voting service provider and you will be redirected to KfinTech website for casting the vote during the remote e-voting period.
Individual Members (holding securities in Demat mode) login through their depository participants	<ol style="list-style-type: none">1. You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.2. Once logged in, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature.3. Click on Company Name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.



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

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

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

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

Item No. 1: To approve amendments to the Articles of Association of the Company

The existing Articles of Association of the Company contain certain clauses granting specific nomination rights to Westbridge Crossover Fund, LLC ("Westbridge"), erstwhile Investor Promoters and its affiliated entities. Under these clauses, Westbridge was entitled to nominate two (2) Investor Nominee Directors to the Board of Directors of the Company, provided that Westbridge collectively held 10% or more of the issued and paid-up equity share capital of the Company.

Consequent to the complete disinvestment of the equity shareholding held by Westbridge and its affiliated entities in the Company, the aforementioned nomination rights have automatically ceased to exist in accordance with the terms of the Articles of Association.

The Company has also applied for the reclassification of Westbridge and its affiliated entities as "public shareholders" under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stock Exchanges, BSE Limited and National Stock Exchange of India Limited, have approved this reclassification, confirming the exit of the Westbridge and its affiliated entities from the promoter/promoter group category. To reflect this change and streamline the Articles of Association by removing redundant provisions, it is proposed to delete all clauses pertaining to Westbridge and its affiliated entities.

Further, the Board of Directors, at its meeting held on 12th January 2026, recorded its deep appreciation for the significant and ongoing contributions of the Promoter towards the establishment, strategic direction, leadership, and robust governance of the Company. In recognition of this and the visionary role in driving the Company's long-term growth and development since its inception, the Board approved the proposal to amend the Articles of Association of the Company by incorporating certain rights to the Promoter.

The proposed key amendments to the Articles of Association of the Company are set out below.

Article No.	Heading	Existing Article	Proposed Amendment
3	Definition	"Promoters" shall refer to, collectively, the Founder Promoter 1, the Founder Promoter 2 and the Investor Promoter;	"Promoters" shall refer to, collectively, Mr. M Anandan and Ms. Padma Anandan and "Promoter" shall refer to any one of them;
101A	Director	From the date of receipt of the listing and trading approval in relation to the IPO, subject to the receipt of the requisite regulatory authorization and corporate authorizations (including shareholder approval by way of a special resolution) post-listing of the Company, (a) The Company shall at all times have such number of Directors appointed in accordance with the provisions of the Act and, on and from the Execution Date, subject to applicable law, including the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations	The Company shall at all times have such number of Directors appointed in accordance with the provisions of the Act and, subject to applicable laws, including the requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended from time to time. Subject to applicable law, the Promoters shall have the right to collectively nominate such number of nominee Directors (including, without limitation, Promoter) to the Board, as would constitute a majority on the Board, until such time as the Promoters continue to be

		<p>2015, as amended from time to time, (b) The Investor Promoter shall have the right to nominate 2 (two) nominee Directors to the Board (the “Investor Nominee Directors”), until such time as the Investor Promoter, AIH and JIH collectively hold 10% or more of the issued and paid up share capital of the Company, (c) The Founder Promoters shall have the right to nominate such number of nominee Directors (including, without limitation, the Founder Promoter 1) to the Board, as would constitute a majority on the Board (excluding the independent Directors), until such time as the Founder Promoters continue to be classified as “promoters” of the Company within the meaning of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, and (d) The chairman of the Board shall, at all times, be the Founder Promoter 1, subject to the Founder Promoters continuing to be classified as “promoters” under applicable law.</p>	<p>classified as “Promoters” of the Company under applicable laws (including without limitation within the meaning of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time), provided that the Board shall at all times have and maintain such number of independent Directors, as may be prescribed under applicable laws. The Chairman of the Board shall be a Director nominated by the Promoters, at all points of time, subject to the Promoters continuing to be classified as “Promoters” under applicable laws.</p>
110	Affirmative Voting Rights	<p>Affirmative voting rights – No provision in the existing Articles of Association</p>	<p>Notwithstanding anything contained to the contrary under these Articles, but subject to applicable laws, the Company shall ensure that no action shall be taken, no agenda shall be considered, discussed, deliberated, acted on, or passed by way of a resolution by the Board (or committees thereof) or Members, in relation to any matter enumerated below, in a single or series of transactions, without the affirmative vote or prior written consent of the Promoters:</p> <ul style="list-style-type: none"> a) any amendments to the Memorandum or Articles which adversely affect the rights of the Promoters (or any of them); b) any re-organisation, restructuring, de-merger, merger or amalgamation involving the Company; c) sale of substantially all of the assets of the Company; d) dissolution, winding up or liquidation of the Company; and e) authorising or committing or agreeing to take any of the foregoing actions.

119	Quorum	<p>Subject to the provisions of the Act and other applicable law, the quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum.</p>	<p>Subject to the provisions of the Act and other applicable laws, the quorum for a meeting of the Board duly convened and held shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or 2 (two) Directors whichever is higher, provided that the quorum for a meeting of the Board will require the presence of at least 1 (one) Director nominated by the Promoters, throughout the meeting. The participation of the directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum.</p>
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In accordance with Section 14 of the Companies Act, 2013, any amendment to the Articles of Association requires the approval of the shareholders through a Special Resolution.

Except for Mr. M. Anandan, none of the Directors, Key Managerial Personnel, or their relatives are in any way, financially or otherwise concerned or interested in this resolution.

The Board of Directors accordingly recommends the resolution set out in Item 1 for the approval of the shareholders by means of a Special Resolution.

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

sd/-
 Sanin Panicker
 Company Secretary & Compliance Officer