Ref No: APTUS/08-JUL/2026-27 **July 13, 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

Dear Sir/Madam,

Sub: Notice of the 17th Annual General Meeting of the Company

We wish to inform you that the 17th Annual General Meeting (AGM) of the Members of Aptus Value Housing Finance India Limited will be held on Tuesday, 04th August, 2026 at 11:00 A.M. (IST) 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, the Annual Report of the Company along with the Notice of AGM for the financial year 2025-26 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 www.aptusindia.com

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.

Notice of the 17th AGM of the Company is enclosed herewith.

We request you to kindly take the same on record.

Thanking you,
For Aptus Value Housing Finance India Limited

SANIN PANICKER

Digitally signed by SANIN PANICKER
Date: 2026.07.13 19:59:19 +05'30'

Sanin Panicker
Company Secretary & Compliance Officer

Notice to Members

NOTICE is hereby given that the 17th Annual General Meeting of the Members of the Company will be held on Tuesday, 04th August, 2026, 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

   a. the audited standalone financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon; and

   b. the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the report of the Auditors thereon.

SPECIAL BUSINESSES:

2. **Re-appointment of Ms. Mona Kachhwaha (DIN: 01856801) as an Independent Director of the Company.**

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

   RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Mona Kachhwaha (DIN: 01856801), who is eligible for re-appointment as an Independent Director and has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of two (2) consecutive years commencing from May 05, 2026 up to May 04, 2028.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient, and desirable to give effect to this resolution, including filing of requisite forms with the Registrar of Companies and making necessary disclosures to the stock exchanges.

3. **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 members at the 16th Annual General Meeting held on August 21, 2025 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, up to a sum of **₹ 12,000 Crores (Indian Rupees Twelve 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, 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 its free reserves and securities premium.

RESOLVED FURTHER THAT the Company may from time to time issue Debenture/Bonds and other debt instruments, aggregating up to **₹ 3,000 Crores (Indian Rupees Three Thousand Crores only)** within the overall borrowing limits of **₹ 12,000 Crores (Indian Rupees Twelve 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."

4. **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 members at the 16th Annual General Meeting held on August 21, 2025 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, 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 **₹ 12,000 Crores (Indian Rupees Twelve 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."

5. **To approve 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), Reserve Bank of India (Housing Finance Companies) Directions, 2025 and other regulations, rules and guidelines issued by Reserve Bank of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended from time to time) and in accordance with the Memorandum of Association and Articles of Association of the Company, consent of the members be and is hereby given to issue, offer or invite subscriptions for all kinds and types of Non-Convertible Debentures (NCDs) including NCDs which are Listed/Unlisted, Secured, Rated, Redeemable, in one or more series / tranches, aggregating up to **₹ 3,000 Crores (Indian Rupees Three Thousand Crores only)** 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 to any Committee of Directors of the Company to give effect to this resolution."

6. **To approve the Aptus Value Housing Finance India Limited - Employee Stock Option Plan 2026 ("Aptus ESOP 2026")**

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

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary from any statutory or regulatory authority including SEBI, RBI and/or National Housing Bank, approval of the Members be and is hereby accorded to the Board of Directors of the Company ("Board", which term shall include any committee(s) constituted or authorised by the Board for this purpose) to formulate and implement an employee stock option scheme titled "Aptus Employee Stock Option Plan 2026" ("Aptus ESOP 2026"), and to create, offer, grant and allot, in one or more tranches, stock options thereunder to eligible employees (present or future) of the Company as may be determined by the Board or its designated committee from time to time, such options entitling the holders upon exercise to be issued one fully paid-up equity share of face value ₹2/- (Rupees Two only) each for every option exercised, ranking pari passu with the existing equity shares of the Company, subject to the terms and conditions of the Aptus ESOP 2026 and applicable laws, provided that the total number of options granted under the Aptus ESOP 2026 shall not exceed 30,00,000 (Thirty Lakhs Only) options.

RESOLVED FURTHER THAT upon vesting and exercise of options, the eligible employees shall be entitled to be allotted one fully paid-up equity share for each option exercised upon payment of the applicable exercise price, and in the event of any corporate action including but not limited to bonus issue, rights issue, stock split, consolidation, merger, demerger or any other alteration in capital structure, the Board of Directors of the Company or any committee authorised by the Board shall be empowered to make appropriate, fair and equitable adjustments to the outstanding options, exercise price and/or number of underlying equity shares so as to ensure that the economic value of the options is preserved in accordance with applicable regulations, and the Board or any committee authorised by the Board is further authorised to take all necessary steps for listing of the equity shares arising upon exercise of such options on the stock exchanges where the equity shares of the Company are listed, in compliance with the applicable SEBI regulations and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee authorised by the Board be and is hereby authorised on behalf of the Company to devise, formulate, modify, alter, vary, amend, suspend or terminate the Aptus ESOP 2026, and to do, execute and perform all such acts, deeds, matters and things as they may in their absolute discretion deem fit, proper or expedient for the purpose of giving full effect to the Aptus ESOP 2026, including without limitation the power to settle any and all issues, questions, difficulties or doubts that may arise in connection with the interpretation, administration or implementation of the Aptus ESOP 2026, without being required to seek any further consent, approval or ratification from the members of the Company, and to execute all such documents, agreements, writings and instruments and issue such directions, instructions and circulars as may be necessary or incidental thereto, and generally to do all other acts and things ancillary to or in furtherance of the

Aptus ESOP 2026.

7. **To consider and approve grant of employee stock options to the employees of the subsidiary company of the Company under 'Aptus Value Housing Finance India Limited - Employee Stock Option Plan 2026'.**

To consider and if deemed fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum of Association and Articles of Association of Aptus Value Housing Finance India Limited ("Company"), and subject to such statutory, regulatory and other approvals, permissions and sanctions as may be necessary and subject to such conditions, modifications or directions as may be prescribed while granting such approvals, consent of the members of the Company be and is hereby accorded to extend the benefits of the employee stock option scheme titled "Aptus Employee Stock Option Plan 2026" ("Aptus ESOP 2026") to the eligible employees of the subsidiary company of the Company, and the Board of Directors of the Company ("Board", which term shall include any committee(s) constituted or authorised by the Board for this purpose, including the committee administering the Aptus ESOP Scheme 2026) be and is hereby authorised to grant, offer, issue and allot employee stock options under the Aptus ESOP Scheme 2026 to such eligible employees of the subsidiary company from time to time, in one or more tranches, within the overall limits of the scheme in respect of the total number of options and underlying equity shares of face value ₹2/- (Indian Rupees two only) each, as may be prescribed under the Aptus ESOP Scheme 2026, and on such terms, conditions and in such manner as may be determined in accordance with the provisions of applicable law and the Aptus ESOP 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee authorised by the Board in this behalf be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution.

By Order of the Board of Directors
sd/-
Sanin Panicker
Company Secretary

May 06,2026
Chennai

NOTES:

a) Pursuant to the circular no. 03/2025 dated 22 September 2025, 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 10, 2026 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, bank mandates and all other matters relating to the shareholding in the Company may be made to KFin Technologies Limited, 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 17th AGM will be held through VC, the route map of the venue of the meeting is not annexed hereto. The deemed venue for the 17th 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 Ms. Mona Kachhwaha, Non-executive Independent Director is furnished and forms a part of this notice as **Annexure 1**.

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 shareholders/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, Statutory Auditors, Secretarial Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

l) 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 (weblink: https://ris.kfintech.com/clientservices/isr/sh13.aspx). 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 04, 2026. 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 their request from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio number, PAN, mobile number at cs@aptusindia.com on or before Friday, July 31, 2026 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 Saturday, August 01, 2026 at 09:00 A.M. and ends on Monday, August 03, 2026 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. Wednesday, July 29, 2026 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 July 29, 2026.

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.	1. 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. 2. 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. 3. 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 4. 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
	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** App Store Google Play
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 user 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 user 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.

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 evoting@nsdl.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 accompanying Notice:

Item No. 2: Re-appointment of Ms. Mona Kachhwaha

Ms. Mona Kachhwaha (DIN: 01856801) was appointed as an Independent Director of the Company by the members at the Extraordinary General Meeting held on May 06, 2021 for a term of five consecutive years commencing from May 05, 2021 and ending on May 04, 2026. In accordance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Ms. Mona Kachhwaha is eligible for re-appointment as an Independent Director for a second consecutive term.

The Nomination and Remuneration Committee ("NRC"), after considering the Board's current and future requirements in terms of skills, expertise, experience and diversity, and based on the outcome of the performance evaluation, recommended the re-appointment of Ms. Mona Kachhwaha as an Independent Director. The NRC noted that the extensive professional experience of over three decades, strong domain expertise in banking, financial services, investments and governance, and valuable strategic insights possessed by Ms. Mona Kachhwaha continue to contribute significantly to the effectiveness of the Board and its Committees.

Based on the recommendation of the NRC, the Board of Directors, at its meeting held on April 28, 2026, approved and recommended the re-appointment of Ms. Mona Kachhwaha as an Independent Director of the Company for a second term of two consecutive years commencing from May 05, 2026 and ending on May 04, 2028, subject to the approval of the Members by way of a Special Resolution.

Ms. Mona Kachhwaha holds a Bachelor's degree in Mathematics (Honours) from the University of Delhi and a Master of Business Administration degree from XLRI, Jamshedpur. Ms. Mona Kachhwaha has also completed an Executive Programme in Private Equity from Saïd Business School, University of Oxford. With over 30 years of experience in banking, financial services and investments, Ms. Mona Kachhwaha brings significant expertise in strategy, business leadership, investment management and corporate governance. Ms. Mona Kachhwaha is currently associated with UC Impower, an early-growth stage equity fund incubated by Unitus Capital, and also serves on the boards of Ujjivan Small Finance Bank Limited, Parinaam Foundation and RMBS Development Company Limited, and is a Designated Partner of UC Investment Management LLP.

The Company has received the requisite consent, declarations and confirmations from Ms. Mona Kachhwaha, including confirmation of meeting the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Confirmation has also been received pursuant to Regulation 25(8) of the SEBI Listing Regulations regarding the absence of any circumstances that may impair the independent exercise of duties and judgement. Further, Ms. Mona

Kachhwaha has confirmed that she is not debarred from holding the office of director by virtue of any order passed by SEBI or any other authority, is not disqualified from being appointed as a director under Section 164 of the Companies Act, 2013, has provided her consent to act as a director pursuant to Section 152 of the Act, and has complied with the applicable requirements relating to registration with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Ms. Mona Kachhwaha satisfies the conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and continues to be independent of the management. The Board is of the view that the continued association of Ms. Mona Kachhwaha would be beneficial to the Company in view of the extensive experience, expertise and perspective brought to the Board's deliberations.

Accordingly, in terms of the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, approval of the members is sought for the re-appointment of Ms. Mona Kachhwaha as an Independent Director of the Company by way of a Special Resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

Except Ms. Mona Kachhwaha, 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. 2 of the Notice.

The disclosures required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India form part of the Annexure to this Notice.

Item No. 3: 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 members 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, its free reserves and securities premium.

At the Annual General Meeting of the Company held on August 21, 2025, the members 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 ₹ 10,000 crores which was in excess of the paid up capital, free reserves and securities premium of the Company as at March 31, 2025.

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 need to raise funds through a variety of borrowing instruments including, but not limited to, term loans, non-convertible debentures, direct assignment, 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 raised from banks, financial institutions, non-banking financial companies, mutual funds, investment institutions, bodies corporate, multilateral agencies or any other person or entity, whether in India or abroad, as may be permitted under applicable laws.

In view of the above and considering the proposed increase in the overall borrowing limit to **₹ 12,000 crores** which exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company, approval of the members is being sought by way of a special resolution under Section 180(1)(c) of the Companies Act, 2013, as set out in item no.3 of the Notice.

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 Directors recommend the above Special Resolution in item no. 3 for your approval.

Item No. 4 : 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 is, in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no. 4 of the Notice.

The Board recommends the Special Resolution set out at item no.4 of the Notice for approval by the members.

Item No.5: 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, Reserve Bank of India (Housing Finance Companies) Directions, 2025 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 members 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 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 members is being sought for issuance / offer of NCDs aggregating upto **₹ 3,000 Crores** by way of a Special Resolution as set out at item no. 5 of the Notice. The said limit of ₹ 3,000 crores for issuance of NCDs shall be within the overall borrowing limits of **₹ 12,000 crores** as proposed in the special resolution appearing in item no. 3 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 is, in anyway, concerned or interested, financially or otherwise, in the resolution set out at item no.5 of the Notice.

Item No.6 & 7: To Approve the Aptus Value Housing Finance India Limited - Employee Stock Option Plan 2026' ("Aptus ESOP 2026")

The members are informed that the Company had introduced the Aptus Employee Stock Option Scheme, 2021 ("ESOP 2021") with the objective of fostering employee ownership, attracting and retaining high-quality talent, aligning employee interests with the long-term interests of members, and rewarding employees for their contribution to the growth and success of the Company.

Over the years, the Company has made grants under ESOP 2021 to eligible employees in accordance with the terms of the scheme and applicable laws. The scheme has served as an effective tool for employee engagement, retention and performance-linked wealth creation. As a result of the grants made under ESOP 2021, the pool of options available for future grants under the scheme has substantially reduced and is expected to be insufficient to meet the Company's future requirements.

Considering the Company's continued growth, evolving business needs and the importance of maintaining a competitive employee compensation and retention framework, the Board of Directors in its meeting held on May 05, 2026 based on the recommendation of the Nomination and Remuneration Committee, has approved the formulation of a new employee stock option scheme, namely the Aptus Employee Stock Option Plan 2026 ("Aptus ESOP 2026" or "Scheme"), subject to the approval of the members.

The proposed Scheme is intended to ensure continuity of the Company's employee stock option programme and provide a long-term incentive mechanism that encourages employee commitment, promotes a sense of ownership and supports sustained value creation for all stakeholders. The Scheme is designed to enable the Company to attract, motivate and retain talented employees by providing an opportunity to participate in the future growth and performance of the Company.

The Scheme also contemplates grant of stock options to eligible employees of the subsidiary company(ies) of the Company, in accordance with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and subject to obtaining the requisite approvals of the members.

The Scheme shall be implemented and administered in accordance with the provisions of the Companies Act, 2013, the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, regulations and guidelines.

The disclosures required pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI (Share Based Employee Benefits and

Sweat Equity) Regulations, 2021 are set out below:

(a) Brief description of the scheme:

The Scheme will be called Aptus Employee Stock Option Plan 2026 ("Aptus ESOP 2026"). The purpose of the Scheme is to encourage ownership of the equity shares by eligible employees of the Company, including the subsidiary company, on an ongoing basis. The Scheme is intended to benefit the Company by enabling the Company to attract and retain the best available talent to contribute and share in the growth of the Company.

The Nomination and Remuneration Committee ("NRC") shall be responsible for the administration of the Scheme. The NRC shall have the authority to interpret the provisions of the Scheme and to decide all questions arising in relation to its implementation and operation. Any interpretation, decision, or determination made by the NRC shall be final, conclusive, and binding on all persons having any interest in the Scheme.

(b) Total number of options to be granted:

Under the Aptus ESOP 2026, the Company would grant up to 30,00,000 (Thirty Lakhs Only) equity shares of ₹ 2/- each, for all Eligible Employees of the Company, as determined by the Nomination & Remuneration Committee.

The Company reserves the right to increase or reduce the number of Equity Shares available under the Scheme, subject to the approval of the shareholders and in compliance with applicable laws. Provided that, in the event of any corporate action, including but not limited to rights issues, bonus issues, stock splits, consolidation or subdivision of shares, reduction of share capital, merger, amalgamation, demerger, sale of a division or undertaking, or any other change in the capital structure of the Company, the number of Options and/or the Exercise Price thereof shall be appropriately adjusted in accordance with applicable laws, so that the total value of the Options granted to the Eligible Employees remains substantially unchanged. Further, the aggregate limit of 30,00,000 (Thirty Lakhs Only) equity shares specified under the Scheme shall stand adjusted automatically to reflect the impact of such corporate action, including any additional Equity Shares issued pursuant thereto, and such adjustment shall not require any further approval of the shareholders by way of a separate or special resolution.

(c) Identification of classes of employees entitled to participate in the Scheme:

Following employees shall be eligible to participate in the scheme

i. a permanent employee of the Company

ii. a director of the Company, whether a whole-time director or not but excluding an independent director; or

iii. an employee as defined in clauses (i) or (ii) above, of a subsidiary

but does not include:

i. an employee who is a Promoter or a person belonging to the Promoter Group; or

ii. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares.

The Scheme shall be applicable to such employees and employee categories, and in such grades and levels, as may be determined by the NRC from time to time. The NRC shall have the sole discretion to determine the eligibility of employees for the grant of Options, having regard to factors including, but not limited to, the employee's role and responsibilities, grade, performance, merit, length of service, conduct, potential contribution to the growth and success of the Company, and any other criteria as may be considered relevant by the NRC from time to time.

(d) Requirements of vesting and period of vesting:

The vesting period shall be determined by the NRC. All Options granted on any date shall vest in one or more tranches, as may be determined by the NRC at the time of grant. The Options shall vest not earlier than the minimum vesting period of 1 (one) year and not later than 4 (four) years from the date of grant, subject to the vesting schedule and conditions specified by the NRC.

The vesting dates and the proportion of Options vesting on each such date shall be determined by the NRC or by any person authorized by the NRC or the Board in this behalf and shall be specified in the Letter of Grant. The vesting schedule may vary from employee to employee or among different classes of employees, subject to the minimum and maximum vesting periods specified above.

The NRC or any person authorized by the NRC or the Board in this behalf shall prescribe such vesting criteria as it may deem fit, upon the achievement of which the Options granted shall vest.

The vesting of Options granted to the employees may expire or lapse or forfeit or may be held in abeyance (as the case maybe) in the following circumstances:

a. In the event an employee abandons his/her employment or office (including by absenting himself/herself for a continuous period specified under the applicable internal policies of the Company or as may be determined by the Board and/or the NRC from time to time), all Options granted to such employee, including vested but unexercised Options, shall automatically stand terminated with immediate effect upon such abandonment.

b. In the event an employee is terminated for Cause (as defined in the Scheme), all unvested Options and all vested but unexercised Options shall stand cancelled and lapse with effect from the date of such termination.

c. A grantee who has tendered his/her resignation / has been terminated by the Company and is serving the notice period after resignation / termination, such notice period shall not be considered for vesting and all the unvested Options as on date of resignation/termination shall be cancelled forthwith. Unless otherwise determined by the NRC, all vested Options which have not been exercised by such participants on the resignation/termination date can be exercised immediately after resignation or termination but in no event, later than the last working day with the Company or the expiry of the exercise period, whichever is earlier.

d. Notwithstanding anything contained in the Scheme, in the event of the death or permanent incapacity of an employee, the minimum vesting period shall stand waived and all unvested Options granted to such employee shall vest immediately with effect from the date of death or permanent incapacity, as applicable.

(e) The maximum period within which the options shall be vested:

All Options granted on any date shall vest not earlier than 1 (one) year from the date of grant and shall be fully vested no later than 4 (four) years from the date of grant, in accordance with the vesting schedule determined by the NRC.

(f) Exercise price or pricing formula

Exercise price shall be determined by the NRC. The exercise price for this Scheme shall be the average of the weekly high and low prices of the equity shares of the Company on the recognized stock exchange where the trading volume of shares is higher, calculated over the last two weeks immediately preceding the date of grant of Options under the Scheme. The NRC may adopt a different pricing formula in the future, if deemed necessary.

(g) Exercise period and process of exercise

The exercise period in respect of the vested Options shall be subject to a maximum period of 2 (two) years from the date of vesting of such options.

In the event of the death of an employee while in employment with the Company, all vested Options as on the date of death may be exercised by the employee's nominee(s) or legal heir(s) within a period of 12 (twelve) months from the date of death. The Board/NRC may, at its discretion, extend the aforesaid period.

In the event an employee incurs permanent disability or incapacity while in employment with the Company, all vested Options as on the date of such permanent disability or incapacity may be exercised by the employee within a period of 12 (twelve) months from the date of incurring such permanent disability or incapacity. The Board/ NRC may, at its discretion, extend the aforesaid period.

In the event that: (a) an employee voluntarily resigns from his/her employment (b) the Company and the employee mutually agree to terminate the employment relationship; or (c) the employment of the employee with the Company is terminated for any reason other than those specifically provided for above (including termination for Cause (as defined in the Scheme) and/or abandonment of employment), all vested Options that remain unexercised as on the date of such resignation or termination may be exercised by the employee up to the last working day with the Company or the expiry of the applicable Exercise Period, whichever is earlier.

(h) The appraisal process for determining the eligibility of employees for the scheme

The NRC may invite recommendations from the management regarding employees who may be considered for the grant of Options under the Scheme, based on criteria such as length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution, conduct, future potential, and such other factors as the Committee may deem appropriate. Thereafter, the NRC shall determine the employees eligible for the grant of Options under the Scheme and the terms and conditions applicable thereto.

(i) Maximum number of options to be granted per employee and in aggregate

The maximum number of options that may be granted pursuant to the Scheme shall not exceed 30,00,000 equity shares of ₹ 2/- each.

The maximum number of options which may be granted per employee shall be determined by the Nomination and Remuneration Committee in compliance with the provisions applicable under the SEBI regulations.

(j) Maximum quantum of benefits to be provided under the Scheme

Maximum benefit shall be the maximum number of options that may be issued per employee. Accordingly, the maximum quantum of benefit for the employees under Scheme is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

(k) Whether the Scheme is to be implemented and administered directly by the company or through a trust

The Scheme shall be implemented and administered directly by the Company.

(l) Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

The Scheme shall involve new issue of shares by the Company. However, there will not be any secondary acquisition of shares.

(m) The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc

Not applicable

(n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme

Not applicable

(o) A statement to the effect that the company shall confirm to the accounting policies specified in regulation 15 and Accounting Standards.

The Company shall comply with the requirements of Indian Accounting Standard (Ind AS) 102 – Share-based Payment and/or any other applicable accounting standards, guidance notes, or accounting principles as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority from time to time. The Company shall also make such disclosures as may be required under the applicable accounting standards and in accordance with Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

(p) The method which the company shall use to value its options

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard / guidance note, as applicable, notified by competent authorities from time to time.

(q) The following statement, if applicable:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on Earning Per Share (EPS) of the Company, shall also be disclosed in the Board's Report.

The said Statement is not applicable to the Company since the Company is opting for the Fair Value Method.

(r) Period of lock-in:

The equity shares allotted upon exercise of vested Options shall not be subject to any lock-in period.

(s) Terms & conditions for buyback, if any, of specified securities covered under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

Subject to the provisions of applicable law, the Board/NRC shall determine the procedure, terms and conditions for the buy-back of Options, if undertaken by the Company from time to time.

By Order of the Board of Directors

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

Chennai
May 06, 2026

Annexure 1

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.

<table>
<tr><th>Name of Director</th><th>Ms. Mona Kachhwaha</th></tr>
<tr><td>DIN</td><td>01856801</td></tr>
<tr><td>Date of Birth (Age)</td><td>02/01/1972 (54 years)</td></tr>
<tr><td>Qualifications</td><td>Ms. Mona Kachhwaha holds a graduation in Mathematics (Hons.) from Delhi University (1992) and holds a MBA from XLRI, Jamshedpur (1994) and has also completed an executive program in Private Equity from Said Business School, Oxford University, in 2010.</td></tr>
<tr><td>Experience / Expertise in specific functional areas</td><td>Mona has over 30 years of experience in banking and investments. She is a Partner at UC Impower, an early-growth stage equity fund, incubated by Unitus Capital (2020-Present). Previously, at Caspian Impact Investment Adviser (2007-2019), she managed the India Financial Inclusion Fund, a growth equity fund focused on inclusive finance. She started her career at Citibank (1994- 2007), where she worked across various retail asset businesses and led the bank's foray into Inclusive Finance in 2005.</td></tr>
<tr><td>Terms and conditions of appointment / reappointment</td><td>Re-appointment as a Non-Executive Independent Director</td></tr>
<tr><td>Remuneration sought to be paid</td><td>Nil</td></tr>
<tr><td>Remuneration last drawn
(for financial year 2025-26)</td><td>₹ 20,40,000 (Sitting fees and Commission)</td></tr>
<tr><td>Date of first appointment on the Board</td><td>May 30, 2020</td></tr>
<tr><td>Shareholding in the Company</td><td>Nil</td></tr>
<tr><td>Relationship with other Directors, Manager and KMP of the Company</td><td>None</td></tr>
<tr><td>Number of Board Meetings attended during the Financial Year 2025-26</td><td>7</td></tr>
<tr><td>Names of entities in which Director holds Directorships</td><td>
<table>
<tr><th>S. No.</th><th>Designation</th><th>Company</th></tr>
<tr><td>1.</td><td>Director</td><td>Parinaam Foundation</td></tr>
<tr><td>2.</td><td>Independent Director</td><td>Ujjivan Small Finance Bank Ltd</td></tr>
<tr><td>3.</td><td>Independent Director</td><td>RMBS Development Company Ltd</td></tr>
<tr><td>4.</td><td>Designated Partner</td><td>UC Investment Management LLP</td></tr>
</table>
</td></tr>
<tr><td>Names of listed entities in which Director holds Directorships, Membership/Chairmanship of Committees</td><td>
1. Ujjivan Small Finance Bank Limited
<table>
<tr><th>S. No.</th><th>Name of Committee</th><th>Designation</th></tr>
<tr><td>1.</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>2.</td><td>Risk Management Committee</td><td>Member</td></tr>
</table>
2. Aptus Value Housing Finance India Limited
<table>
<tr><th>S. No.</th><th>Name of Committee</th><th>Designation</th></tr>
<tr><td>1.</td><td>Audit Committee</td><td>Member</td></tr>
<tr><td>2.</td><td>Nomination and remuneration committee</td><td>Member</td></tr>
</table>
Note: For the purpose of this clause, the Company considers only those committees that are mandated under the SEBI Listing Regulations and the Companies Act, 2013.
</td></tr>
<tr><td>Listed entities from which the Director has resigned from Directorship in last 3 (three) years.</td><td>Nil</td></tr>
</table>