Ref No: APTUS/09-NOV/2026-27 **November 09 , 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 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 November 04, 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, November 06, 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 **Tuesday, November 10, 2026 at 09:00 a.m. IST and shall end on Wednesday, December 09, 2026 at 05:00 p.m. IST.**

The results of the Postal Ballot along with the Scrutinizer's report shall be announced on or before **Friday, December 11, 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

Digitally signed by SANIN PANICKER
Date: 2026.11.09 17:33:28 +05'30'

Sanin Panicker
Company Secretary & Compliance Officer

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
www.aptusindia.com

NOTICE OF POSTAL BALLOT

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

Dear Members,

NOTICE is hereby given pursuant to Section 108 and Section 110 of the Companies Act, 2013, as amended (hereinafter referred to as the "Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (hereinafter referred to as the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 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, ("MCA Circulars") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) for seeking approval of the members of Aptus Value Housing Finance India Limited ("***the Company***") to the proposed resolution appended below through Postal Ballot through remote e-voting process ("***remote e-voting***").

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice ("the Notice") only by e-mail to all its members who have registered their email addresses with the Company or depositories / depository participants as on Friday, November 06, 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 Tuesday, November 10, 2026 at 09:00 a.m. IST and shall end on Wednesday, December 09, 2026 at 05:00 p.m. IST.

The Company has appointed Mr. S Sandeep (FCS No. 5853, COP No. 5987), Managing Partner, S. Sandeep & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before Friday, December 11, 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.

SPECIAL BUSINESS:

Item No. 1:To approve the Aptus Value Housing Finance India Limited - Employee Stock Option Scheme 2026 ("Aptus ESOS 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 Scheme 2026" ("Aptus ESOS 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 scheme and applicable laws, provided that the total number of options granted under the Aptus ESOS 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 thereof duly authorised by the Board be and is hereby authorised to administer and implement the Aptus ESOS 2026 and to make such modifications, amendments, alterations or variations to the Scheme as may be necessary or expedient from time to time, provided that the same shall be consistent with the terms approved by the members and subject to applicable laws, regulations and regulatory approvals, wherever required, and to settle all questions, difficulties or doubts that may arise in connection with the interpretation, administration or implementation of the Aptus ESOS 2026, and to execute all such documents, agreements, writings and instruments and issue such directions, instructions and circulars as may be necessary or expedient for giving effect to the Scheme, and generally to do all such acts, deeds, matters and things as may be incidental to or in furtherance of the implementation of the Aptus ESOS 2026.

Item No. 2 :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 Scheme 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 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 Scheme 2026" ("Aptus ESOS 2026") to the eligible employees of the subsidiary company of the Company, who are exclusively working in India, 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 ESOS 2026) be and is hereby authorised to grant, offer, issue and allot employee stock options under the Aptus ESOS 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 ESOS 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 ESOS 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
For Aptus Value Housing Finance India Limited

sd/-
Sanin Panicker
Company Secretary & Compliance Officer

Date : November 04, 2026
Place: Chennai

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 resolutions no. 1 & 2 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 Friday, November 06, 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. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, November 06, 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 Friday, November 06, 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 05:00 p.m. IST on Wednesday, December 09, 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 Friday, December 11, 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 Wednesday, December 09, 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., Friday, November 06, 2026 only shall be entitled to avail the facility of remote e-voting.
b. Any Member who holds the shares as on the cut-off date i.e., Friday, November 06, 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, November 10, 2026
   ii. **End of E-Voting**: 05:00 p.m. (IST) on Wednesday, December 09, 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) 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")	**A. User already registered for IDeAS facility:** 1. Open https://eservices.nsdl.com 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-voting" 4. Click on Company Name or e-voting service provider and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the Meeting. **B. User is not registered for IDeAS e-Services:** 1. To register, open https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Select "Register Online for IDeAS"Portal or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Proceed with completing the required fields. 4. After successful registration, please follow steps given under serial number A above to cast your vote. **C. By visiting the e-voting website of NSDL:** 1. Open https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Click on the icon "Login" which is available under '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.

	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. **D.** Members/Members can also download NSDL Mobile App "NSDL Speede" facility by using the link given below. Android: https://tiny.one/NSDLplaystore iOS: https://tiny.one/NSDLIOS
Individual Members holding securities in Demat mode with Central Depository Services (India) Limited ("CDSL")	**A. Existing user who have opted for Easi/Easiest** 1. Click at https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com 2. Click on New System Myeasi. 3. Login with user ID and Password 4. After successful login of Easi / Easiest, Option will be made available to reach e-voting page 5. Click on e-voting service provider name to cast your vote **B. User not registered for Easi/Easiest** 1. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration 2. 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. **C. By visiting the e-voting website of CDSL** 1. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin 2. 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	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.

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 & 2 : To Approve the Aptus Value Housing Finance India Limited - Employee Stock Option Scheme 2026' ("Aptus ESOS 2026")

The members are informed that the Company proposes to introduce the Aptus Value Housing Finance India Limited - Employee Stock Option Scheme 2026 ("Aptus ESOS 2026" or "Scheme") with the objective of fostering employee ownership, attracting and retaining high-quality talent, aligning employee interests with the long-term interests of the members, and rewarding employees for their contribution to the growth and success of the Company.

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 of the Company ("Board"), at its meeting held on 4 November 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved the Aptus ESOS 2026, subject to the approval of the members.

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 Securities and Exchange Board of India (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 Scheme, 2026 ("Aptus ESOS 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 ESOS 2026, the Company would grant up to 30,00,000 (Thirty Lakhs Only) equity shares of Rs. 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 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 shall be cancelled forthwith. Unless otherwise determined by the NRC, all vested Options which have not been exercised by such participants on the 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

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**.**

(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 that may be granted to an Employee under this scheme shall not exceed 5,00,000 (Five Lakhs) equity shares of ₹ 2/- each.

(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 conform 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.

As the aforesaid proposal will entail further issue of shares, consent of the Members is being sought pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

In terms of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules framed thereunder, and Regulation 6(1) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the implementation of the Aptus Employee Stock Option Scheme, 2026 ("Aptus ESOS 2026" or "Scheme"), grant of stock options to eligible employees of the Company and extension of the benefits of the Scheme to eligible employees of the subsidiary company of the Company require the approval of the shareholders by way of separate special resolutions. Accordingly, the approval of the shareholders is being sought by way of separate special resolutions, as set out at Item Nos. 1 and 2 of the accompanying Notice, for the implementation of the Scheme and grant of stock options to eligible employees of the Company, and for extending the benefits of the Scheme to eligible employees of its subsidiary company, respectively, in accordance with the provisions of the Act, the rules framed thereunder, the SEBI SBEB & SE Regulations and the terms and conditions of the Scheme.

None of the directors and key managerial personnel of the Company or their relatives is in any way, financially or otherwise, concerned or interested in the resolutions, except to the extent of Equity Shares held by them in the Company or the options which may be granted under the Scheme.

The Aptus ESOS 2026 and the other documents, if any, referred to in the aforesaid resolutions shall be available for inspection by the members at the Registered Office of the Company between 2:00 p.m. and 5:00 p.m. on all working days (excluding Saturdays, Sundays and public holidays) up to and including the last date of voting. The Aptus ESOS 2026 shall also be made available for electronic inspection by the members upon receipt of a request sent to cs@aptusindia.com, specifying their name, Folio Number/Client ID and DP ID, as applicable.

The Board, accordingly, recommends the passing of special resolutions as set out at item no. 1 and 2 of this Notice, for the approval of the shareholders of the Company through Postal Ballot.

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

sd/-
Sanin Panicker
Company Secretary & Compliance Officer

Date : November 04, 2026
Place: Chennai