



APTUS™

Ref No: APTUS/16-MAY/2023-24

May 30, 2023

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

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular bearing Ref. No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report issued by M/s. S Sandeep & Associates, Company Secretaries, for the Financial Year ended March 31, 2023.

Please take the same on record.

Thanking you,

**For Aptus Value Housing Finance India Limited**

**Sanin Panicker**  
**Company Secretary & Compliance Officer**  
**Membership No: A32834**

Aptus Value Housing Finance India Ltd.

8B, Doshi Towers, 205, Poonamallee High Road, Kilpauk, Chennai-600 010. Tel : 044-4565000, Fax : 044-4555 4170.

CIN : L65922TN2009PLC073881

www.apтусindia.com



**S SANDEEP**, B Com, FCS, Llb  
Managing Partner

**S SANDEEP & ASSOCIATES**  
Company Secretaries

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**SECRETARIAL COMPLIANCE REPORT OF APTUS VALUE HOUSING FINANCE  
INDIA LIMITED FOR THE YEAR ENDED MARCH 31, 2023**

We, S Sandeep and Associates, Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Aptus Value Housing Finance India Limited (hereinafter referred as 'the listed entity'), having its Registered Office at No. 8B, Doshi Towers, 8th Floor, No.205, Poonamallee High Road, Kilpauk, Chennai – 600 010. Secretarial Review was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my/our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

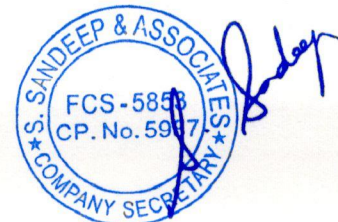
We, S Sandeep and Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by APTUS VALUE HOUSING FINANCE INDIA LIMITED ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-





- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable for the year under review.
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not applicable for the year under review
- Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; Not applicable for the year under review
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Registrars to an Issue and Transfer Agents) Regulations, 1993, regarding Companies Act and dealing with client;
- Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable for the year under review
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; Not applicable for the year under review
- Securities and Exchange Board of India (Depository Participant) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S r. N o.	Com- pliance Require- ment (Regu- lations/ circulars/ guide- lines including specific clause)	Regu- lation/ Circula r No.	Deviatio ns	Actio n Take n by	Type of Acti on	Details of Vio- lation	Fine Amoun t	Obser- vations / Re- marks of the Prac- ticing Compa ny Sec- retary	Management Response	Remar ks
1	Regulation 23(9) of the Securities	Regulation 23(9) of the	Delay in filing the details of Related	NSE, BSE	Fine	Delay in filing details under	Rs. 30,000	A fine of Rs. 30,000 was	The delay was due to the non-availability of utility	NA





and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Party Transactions by six days for the period ended March 31, 2022 to the stock exchanges			Regulation 23(9) by six days		imposed by National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) for the violation	in the new format as prescribed by SEBI on the filing portal of the stock exchanges. The Company submitted an application for waiver of fine to both the stock exchanges and NSE have vide their letter dated April 05, 2023 reversed Rs. 10,000/- on the fine levied. The decision of NSE has been communicated to BSE to maintain uniformity in the decision of both exchanges as per the circular dated March 31, 2022 issued in this regard by both BSE and NSE.
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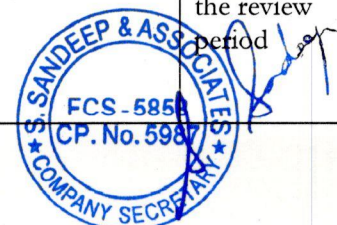


(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There was no appointment/re-appointment or resignation of statutory auditor during the review period
2	<b>Other conditions relating to resignation of statutory auditor</b>		
	1) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: i) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the	NA	There was no resignation of statutory auditor during the review period

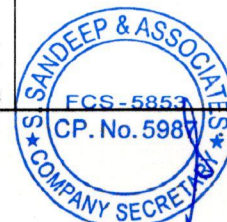




	<p>Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>ii) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>iii) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>2) Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provide information as required by the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.</p>	NA	There was no resignation of statutory auditor during the review period

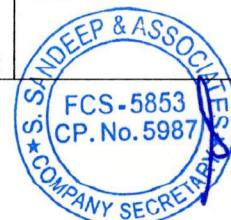
III. We hereby report that, during the review period the compliance status of the listed entity is appended as below

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the</li></ul>	Yes	Nil





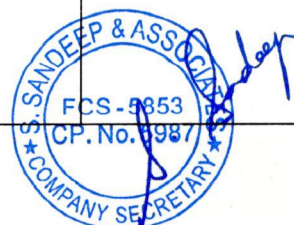
	<p>approval of board of directors of the listed entities</p> <ul style="list-style-type: none"><li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI</li></ul>		
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website</li></ul>	Yes	Nil
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	Nil
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t:</u></p> <ul style="list-style-type: none"><li>a) Identification of material subsidiary companies</li><li>b) Disclosure requirements of material as well as other subsidiaries</li></ul>	Yes	Nil
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	Nil
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8.	<p><u>Related Party Transactions:</u></p> <ul style="list-style-type: none"><li>a) The listed entity has obtained prior</li></ul>	Yes	Nil



*[Handwritten signature]*



	approval of Audit Committee for all Related party transactions, or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.		
9.	<u>Disclosure of events or information:</u>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<u>Prohibition of Insider Trading:</u>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>  No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein	Yes	<i>A fine of Rs. 30,000/- was imposed by National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) for delay in filing the details of Related Party Transaction by six days for the period ended March 31, 2022 to the stock exchanges under Regulation 23(9) of the SEBI LODR, Regulations, 2015.</i>  <i>We have been informed by the management that the delay was due</i>



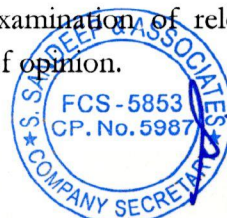




			<p><i>to the non-availability of XBRL utility in the new format as prescribed by SEBI on the filing portal of the stock exchanges.</i></p> <p><i>The Company submitted an application for waiver of fine to both the stock exchanges and NSE have vide their letter dated April 05, 2023 reversed Rs. 10,000/- on the fine levied. The decision of NSE has been communicated to BSE to maintain uniformity in the decision of both exchanges as per the circular dated March 31, 2022 issued in this regard by both BSE and NSE.</i></p>
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	NA	Nil

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.





3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S Sandeep & Associates



Place: Chennai  
Date: 26/05/2023

S Sandeep  
Managing Partner  
FCS No.: 5853/ CP No.: 5987  
PR No: 1116/2021  
UDIN: F005853E000390336