

APEX CAPITAL AND FINANCE LIMITED

(Formerly Apex Home Finance Limited)



06th July, 2024

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai- 400 001

Scrip Code: 541133; Security Code: ACFL

Subject: Intimation of Extra-ordinary General Meeting and Book Closure under Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of M/s Apex Capital and Finance Limited ("Company")

Dear Sir,

Pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Extra-ordinary General Meeting (EGM) of the shareholders of the Company will be held on Monday, July 29, 2024 at 4.00 P.M. (IST) at : Flat No-F, 8th Floor, Hansalaya Building, Connaught Place, New Delhi - 110001, through Video Conferencing (VC)/Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue, in compliance with the procedure prescribed in General Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time to hold the Extra Ordinary General Meeting ("EGM") through VC/OAVM till 30 September 2024 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI Circular").

Further as required under Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Register of Members and Share Transfer Books of the Company shall remain closed from 20th July, 2024 to 29th July, 2024 (both days inclusive) for the purpose of Extra-ordinary General Meeting of the Company.

Further we are enclosing herewith a copy of the Notice of Extra-ordinary General Meeting being sent to the Shareholders for the above said ensuing Extra-ordinary General Meeting and the said Notice will also be available on the Company's website at www.apexfinancials.in.

Further the Notice of the aforesaid meeting shall be published in "Financial Express" (English) and "Jansatta" (Hindi) newspapers.

The remote e-voting will be available during the following period:

Commencement of remote e-voting	From Thursday, 25th July, 2024 (09:00 A.M. IST)
End of remote e-voting	Till Sunday, 28th July, 2024 (05:00 P.M. IST)

The remote e-voting module shall be disabled by NSDL for voting after Sunday, 28th July, 2024 (05:00 P.M. IST).

Members, who are present at the EGM through VC / OAVM 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 during the EGM.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Friday, 19th July, 2024 will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only.

Regd. Office: Flat No. F, 8th Floor, Hansalaya Building, Connaught Place, New Delhi-110001

Tel: + 91 11 40348775, 26195042; Fax: +91 11 40348775 CIN - L65910DL1985PLC021241

Website: www.apexfinancials.in; Email: contact@apexfinancials.in

APEX CAPITAL AND FINANCE LIMITED

(Formerly Apex Home Finance Limited)



We request you to kindly take the above on record and bring to the notice of all concerned.

Thanking you.

Yours faithfully,

For Apex Capital and Finance Limited

Shekhar
Singh

A handwritten signature in black ink, appearing to read "Shekhar Singh". The signature is written over a faint, circular stamp or watermark that is partially obscured by the text.

(Shekhar Singh)

Managing Director

DIN: 00039567

Encl.: As above

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting (“EGM”) of the Members of Apex Capital and Finance Limited (“the Company”) will be held on Monday, July 29, 2024 at 04.00 p.m. through Video Conferencing/Other Audio Visual Means (VC/OAVM) to transact the following business:-

1. APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, Section 61(1)(a) read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Share Capital & Debentures) Rules, 2014, including any statutory modification(s) thereof, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from Rs.6,00,00,000/- (Rupees Six Crores Only) divided into 60,00,000 (Sixty Lakhs Only) Equity Shares of Rs. 10/- each (Rupees Ten Only) to Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- each by creating additional 2,40,00,000 (Two Crore Forty Lakhs Only) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following clause:

V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- each, with the power to increase or reduce the Capital of the Company and divide the shares in the Capital for the time being into several classes and attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to determine, vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution.”

2. AMENDMENT TO ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 10 of Articles of Association of the Company be and is hereby altered by addition of following sub-clause “e” in addition to the existing sub-clauses of Clause 10 of the Articles of Association of the Company:

“(e) The Board of Directors of the Company or the Company itself, as the case may be, in accordance with the Act and these Articles, issue further shares/bonds/debentures/warrants/securities (convertible/non-convertible) in any manner and on such terms and conditions and in

dematerialized/physical mode, whatsoever as the Board may determine including by way of preferential offer or private placement or otherwise.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard and to do all such act, deeds, things and matters, which are necessary and incidental to give effect to the aforesaid resolution.”

3. ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the listing agreements entered into by the Company with the BSE Limited (“BSE”) (BSE referred to as “Stock Exchange”) on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations”), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s),and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Securities Committee of the Board already constituted or any Committee which the Board may constitute hereinafter to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto 76,00,000 (Seventy Six Lakhs) Convertible Warrants (“Warrants”),for cash at an issue price of Rs. 125/- (Rupees One Hundred and Twenty Five Only) (including a premium of Rs. 115/- (Rupees One Hundred and Fifteen Only) (“Warrant Issue Price”) per warrant each carrying a right to subscribe to one Equity Share of Rs. 10/- each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 95,00,00,000/- (Rupees Ninety Five Crores only) to the following persons / entities for cash and in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, SEBI LODR Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sl. No.	Proposed Warrant Allottees	Category	Number of Warrants proposed to be issued
1	HILLGROW INFOSERVICES PRIVATE LIMITED	Promoter Group	8,40,677
2	PALMTREE INFRACON PRIVATE LIMITED	Promoter Group	10,50,677

3	VETERAN INFRADEVELOPERS PRIVATE LIMITED	Promoter Group	10,50,677
4	FOSTER INFRASTRUCTURE PRIVATE LIMITED	Promoter Group	10,50,677
5	INSCENCE DEVELOPERS PRIVATE LIMITED	Promoter Group	9,39,198
6	SUCHITRA	Promoter	6,16,094
7	SHAMSHER SINGH (HUF)	Non-Promoter	1,61,805
8	PARVEEN KUMAR (HUF)	Non-Promoter	1,99,436
9	PAWAN SINGH (HUF)	Non-Promoter	1,80,390
10	ANKIT SANGWAN	Non-Promoter	2,82,079
11	USHA SOLANKI	Non-Promoter	2,82,290
12	KRISHAN KUMAR SANGWAN	Non-Promoter	4,73,000
13	SUKHWANTI SANGWAN	Non-Promoter	4,73,000
	Total		76,00,000

(hereinafter referred to as the “Proposed Warrant Allottees”).

RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Warrants shall be 29th June, 2024, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e.29th July, 2024, being the date of the Extraordinary General Meeting of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants and Equity Shares to be allotted on the exercise of Warrants, shall be subject to the following terms and conditions:

- (i) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (ii) The Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.
- (iii) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (iv) The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (v) The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, issue and allot the corresponding number of Equity Shares in dematerialized form to the Warrant holders.

- (vi) The Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- (vii) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- (viii) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form, shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (ix) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT, for the purpose of giving effect to above resolution, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable, including without limitation, issuing clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed warrant allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.”

By Order of the Board of Directors
For **APEX CAPITAL AND FINANCE LIMITED**

Date: 03rd July, 2024
Place: New Delhi

Sd/-
(Phul Jha)
(Company Secretary and Compliance Officer)
M. No: A20850

Registered Office:

Flat-F, 8thFloor,Hansalaya Building,
Connaught Place, New Delhi-110001
CIN:L65910DL1985PLC021241
Tel& Fax: +91 11 40348775
Email:contact@apexfinancials.in
Website:www.apexfinancials.in

NOTES:

- The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Extra Ordinary General Meeting ('EGM') through VC/OAVM till 30 September 2024. Accordingly, this EGM is being conducted through VC/OAVM, (hereinafter called as 'e-EGM'). Skyline Financial Services Private Limited will be providing facility for voting through remote e-voting, participation in the EGM through VC/OAVM facility and e-voting during the EGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 24 below and is also available on the website of the Company at <https://www.apexfinancials.in>*
- The deemed venue for e-EGM shall be the Registered Office of the Company at Flat No. F, 8th Floor, Hansalaya Building, Connaught Place, New Delhi-110001.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through "VC"/"OAVM" facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the EGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address at shesdev@gmail.com with a copy marked to info@skylinerta.com/contact@apexfinancials.in.
- The Members can join the EGM 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 e-EGM through "VC"/"OAVM" will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the e-EGM without restriction on account of first come first served basis.
- The attendance of the Members attending the e-EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of

the business to be transacted at the e-EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system on the date of the EGM will be provided by NSDL.

8. In terms of sections 101 and 136 of the Act, read with the rules made there under, the listed companies may send the notice of EGM by electronic mode. Pursuant to the said provisions of the Act read with MCACirculars, SEBI Circular dated May 12, 2020, Notice of the e-EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice will also be available on the Company's website at www.apexfinancials.in and at the website of the stock exchange i.e., BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
9. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA. Further, the Company had availed of services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.
10. Further, those members who have not registered their email addresses and in consequence could not be served the Notice of the EGM, may contact the RTA at info@skylinerta.com for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
11. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
12. SEBI vide its notification dated June 8, 2018 as amended on November 30, 2018, has stipulated that w.e.f. April 1, 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
13. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
14. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

16. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at Flat No. F, 8th Floor, Hansalaya Building, Connaught Place, New Delhi-110001:
- Register of contracts or arrangements in which directors are interested under section 189 of the Act;
 - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.

17. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments at contact@apexfinancials.in in advance during the period starting from July 26, 2024 (9.00 a.m.) upto July 28, 2024 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting or these queries will be replied to by the Company suitably by email. Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting.
18. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at www.apexfinancials.in with RTA. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
19. Since the meeting will be conducted through "VC"/"OAVM" facility, the route map is not annexed to this Notice.
20. In case a person becomes a member of the Company after dispatch of e-EGM Notice, and is a member as on the cut-off date for e-voting, i.e., July 19, 2024, such person may obtain the user id and password from RTA by email request on info@skylinerta.com.
21. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@skylinerta.com for obtaining the Notice of e-EGM.
22. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
23. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, July 19, 2024.
24. Instructions for remote e-voting and joining the e-EGM are as follows:

The remote e-voting period begins on Thursday, 25th day of July, 2024 at 09:00 A.M. and ends on Sunday, 28th Day of July, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. 19.07.2024, 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 19.07.2024.

The e- Voting facility is available at the link <https://www.evoting.nsdl.com>

I. INSTRUCTIONS FOR E-VOTING:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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 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.	<p>1. 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.</p> <p>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</p> <p>2. 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</p>

	<p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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 link in 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 e- Voting is in progress and able to directly success the systems of all e-Voting service providers.
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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
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual 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.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 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. 1800225533

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 on NSDL e-Voting system.**How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 **shesdev@gmail.com** with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at (NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company 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 contact@apexfinancials.in.
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 (contact@apexfinancials.in). 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”)**Item No. 1**

The Authorised Share Capital of the Company will be Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into Rs. 3,00,00,000 (Three Crore Only) Equity Shares of Rs. 10/- each. The Board of Directors of the Company at its meeting held on 03.07.2024, proposed to issue and allot in aggregate and upto 76,00,000 (Seventy Six Lakhs) Convertible Warrants for cash at an issue price of Rs. 125/- (Rupees One Hundred Twenty Five Only) (including a premium of Rs. 115 (Rupees One Hundred Fifteen Only) (“Warrant Issue Price”) per Convertible Warrant each carrying a right to subscribe to one Equity Share of Rs. 10/- each of the Company (“Equity Share”) per Convertible Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants. Hence it is imperative that the Authorised Capital of the Company be increased further so as to accommodate the issuance and allotment of Convertible Warrants by the Company. Accordingly, the Board vide their resolution dated 14.05.2024 proposed to increase the Authorised Share Capital of the Company from Rs. 6,00,00,000/- (Rupees Six Crore Only) to Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- each by creating additional 2,40,00,000 (Two Crore Forty Lacs Only) Equity Shares of Rs. 10/- each ranking pari-passu in all respects with the existing Equity Shares of the Company.

Owing to the increase in the Authorised Share Capital of the Company, as explained herein above, Clause V of the Memorandum of Association is also required to be altered. In terms of the provisions contained under Section 61 of the Companies Act, 2013, the Company may alter its Memorandum of Association so as to increase the Authorised Share Capital of the Company, if it is so authorized by its Articles of Association and subject to the Company securing consent from its members for such alteration.

The Board recommends the Resolution set out under Item No. 1 of the accompanying Notice, for the approval of the Members of the Company as an Ordinary Resolution.

None of the Promoters/Directors / Key Managerial Personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

Item No. 2

The Board, in their meeting held on 03.07.2024, has decided to issue Convertible Warrants (“Securities”) in dematerialized mode from time to time to arrange the fund required for enhancing the business activities of the Company. For issuing the said securities, the Company is required to alter its Articles of Association by way of inserting sub-clause (e) of Clause 10 in addition to the existing clause of the Articles of Association of the Company.

In terms of the provisions contained under Section 14 of the Companies Act, 2013, the Company may alter its Articles of Association so as to insert the new sub-clause (e) of Clause 10 of the Articles of Association of the Company, if it is so authorized by its Articles of Association and subject to the Company securing consent from its members for such alteration by way of special resolution.

The Board recommends the Resolution set out under Item No. 2 of the accompanying Notice, for the approval of the Members of the Company as a Special Resolution.

None of the Promoters, Directors or Key Managerial Personnel of the Company or any relative of any of the Promoters/Directors / Key Managerial Personnel of the Company are, in any way concerned or interested, financially or otherwise, in passing of this resolution.

Item No. 3

In order to meet its working capital requirements and for other general corporate purposes, the Board of Directors of the Company in its meeting held on 03.07.2024 accorded its approval for raising funds through issuance of upto 76,00,000 (Seventy Six Lakhs) Convertible Warrants (“Warrants”) to the proposed warrant allottees, as set in the notice (“Proposed Warrant Allottees”) on a preferential basis by way of private placement subject to approval of the members of the Company.

An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

The terms and conditions of the Preferential Allotment of Warrants are as stated in the Resolution.

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

a) The objects of the preferential issue:

In order to meet its working capital requirements and for other general corporate purposes.

b) Type and number of securities to be issued

It is proposed to issue and allot in aggregate and upto 76,00,000 (Seventy Six Lakhs) Convertible Warrants for cash at an issue price of Rs. 125/- (Rupees One Hundred and Twenty Five Only) (including a premium of Rs. 115/- (Rupees One Hundred and Fifteen Only) (“Warrant Issue Price”) per warrant each carrying a right to subscribe to one Equity Share of Rs. 10/- each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating upto Rs. 95,00,00,000/- (Rupees Ninety Five Crores only).

c) Proposal / Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the Promoters, Directors or key managerial personnel of the Company, intend to subscribe to the Offer Except Mr. Shekhar Singh and Mr. Sumit Choudhary, Directors of the Company, are deemed to be interested to the extent to their Directorships in the Proposed Warrant Allottees.

d) Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares upon conversion of the Warrants as per resolution at Item No. 2 to this notice and assuming conversion of all the Warrants proposed to be allotted as per the resolution:

Sr. No.	Category	Pre-Preferential Issue*		Post exercise of Warrants into Equity Shares#	
		Shares	%	Shares	%
A	Promoters' Holding				
1	Indian				
	Individuals/HUF	14,80,368	25.01%	20,96,462	15.51%
	Body Corporates	28,42,080	48.00%	77,73,986	57.50%
2	Foreign	-	-	-	-
	Sub total A	43,22,448	73.01%	98,70,448	73.01%
B	Non-Promoters Holding				
	Banks/Financial Institutions	-	-	-	-
	Foreign Institutional Investors	-	-	-	-
	Bodies Corporate	1,26,990	2.15%	1,26,990	0.94%
	Directors and their relatives	-	-	-	-
	Foreign Nationals	-	-	-	-
	Foreign Bodies Corporate	-	-	-	-
	Non Resident Indians	-	-	-	-
	Trusts	-	-	-	-
	Clearing Members	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
	Indian Public(individuals/HUF)	14,70,540	24.84%	35,22,540	26.05%
	Sub total B	15,97,530	26.99%	36,49,530	26.99%
	Grand Total (A + B)	59,19,978	100.00%	1,35,19,978	100.00%

*Pre issue shareholding pattern has been prepared based on shareholding pattern of the Company as on March 31, 2024.

The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants into the Equity Shares of the Company.

e) Proposed time frame within which the preferential issue of Warrants shall be completed

In terms of provisions contained under SEBI ICDR Regulations the Warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

Since the Equity Shares of the Company are listed on BSE Limited ("BSE") (BSE referred to as the "Stock Exchange"), the allotment is subject to receipt of in-principle approval from the Stock Exchange. Accordingly, the allotment of Warrants pursuant to the preferential issue shall be completed within 15 (fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchange, whichever is later.

The Warrant holders shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval

from the Members, issue and allot the corresponding number of Equity Shares in dematerialized form to the Warrant holders, subject to due compliance with SEBI SAST Regulations, if applicable.

f) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed warrant allottees the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment

The warrants are proposed to be allotted to certain promoters/promoter group of the Company as well as to certain non promoters also. The details of the proposed warrant allottees are as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed corporate warrant allottees are as under:

Sr. No.	Proposed Warrant Allottees	Ultimate Beneficial Owners of the proposed allottees	Pre-Preferential issue		Issue of Warrants	Post exercise of Warrants into Equity Shares#	
			Shares	%		Shares	%
1.	HILLGROW INFOSERVICES PRIVATE LIMITED	1. Smt. Nutan Gehlot 2. Sh. Amit Gehlot 3. Smt. Suchitra & their relatives	8,15,520	13.78	8,40,677	16,56,197	12.25
2.	PALMTREE INFRACON PRIVATE LIMITED	1. Smt. Anita Gehlot 2. Smt. Suchitra & their relatives	6,05,520	10.23	10,50,677	16,56,197	12.25
3.	VETERAN INFRADEVELOPERS PRIVATE LIMITED	1. Smt. Anita Gehlot 2. Sh. Raj Singh Gehlot 3. Smt. Sheela Gehlot 4. Sh. Aman Gehlot 5. Sh. Arjun Gehlot 6. Smt. Surabhi Gehlot 7. Smt. Shahista Gehlot & their relatives	6,05,520	10.23	10,50,677	16,56,197	12.25
4.	FOSTER INFRASTRUCTURE PRIVATE LIMITED	1. Smt. Sita Gehlot 2. Sh. Raghubinder Singh 3. Smt. Suchitra 4. Sh. Amit Gehlot & their relatives	6,05,520	10.23	10,50,677	11,49,198	12.25
5.	INSCENCE DEVELOPERS PRIVATE LIMITED	1. Smt. Suchitra 2. Sh. Raj Singh Gehlot 3. Smt. Sheela Gehlot 4. Sh. Aman Gehlot 5. Sh. Arjun Gehlot 6. Smt. Surabhi Gehlot 7. Smt. Shahista Gehlot & their relatives	2,10,000	3.55	9,39,198	11,49,198	8.50

The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants into the Equity Shares of the Company.

Change in control

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Warrants or consequent to issue of Equity Shares arising from exercise of Warrants, assuming that all the Warrants allotted pursuant to the resolution have been exercised into Equity Shares. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

g) the price at which the allotment is proposed and the basis on which the price has been arrived at:

The equity shares of Company are listed at BSE Limited. However, in terms of Regulation 165 of the SEBI ICDR Regulations, the shares of the Company are infrequently traded on the said Stock Exchange; therefore, the aforesaid Warrants will be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI ICDR Regulations. As per the said Regulation, if the shares are infrequently traded, the price is needed to be determined by taking into account valuation

parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company.

In accordance with the foregoing, the pricing of the Convertible Warrants to be allotted on preferential basis is Rs. 125/- per Warrant (including a premium of Rs. 115/- per Warrant), carrying a right to subscribe to one Equity Share of Rs. 10/- each of the Company (“Equity Share”) per Warrant, exercisable by the Warrant holder in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

h) Relevant Date

In accordance with SEBI ICDR Regulations, the “Relevant Date” for the purpose of determining the issue price of the Warrants shall be 29th June, 2024, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Extra-ordinary General Meeting of the Company, i.e. 29.07.2024.

i) Lock in

The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

Further, the entire pre-issue shareholding of the proposed warrant allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

j) Auditor’s Certificate

The Certificate issued by M/s Mahesh Kumar & Company, Chartered Accountants, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Extra-ordinary General Meeting of the Company i.e. 29th July, 2024.

k) Undertakings

The Company hereby undertakes that:

- (i) It would re-compute the price of the Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI ICDR Regulations, the afore referred to Warrants shall continue to be locked-in till the time such amount is paid by the allottees.
- (iii) Neither the Company nor its Directors or Promoters have been declared as willful defaulters in terms of the SEBI ICDR Regulations.
- (iv) Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.
- (v) The Company has obtained a valuation report from Shri Anil Rustgi, Registered Valuer, as per the provisions of Rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014,

for determining the issue price of the Warrants to be allotted pursuant to the proposed Preferential Allotment.

- (vi) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI ICDR Regulations.
- (vii) The Proposed Warrant Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- (viii) During the period from April 1, 2020 till the date of this notice, the Company has not made any preferential allotment.
- (ix) The issue of warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

The Board of Directors of the Company recommends passing of the resolution as set out at Item 3 as a special resolution.

Mr. Shekhar Singh and Mr. Sumit Choudhary, their relatives and the Promoters and the Promoters group of the Company, except Mr. Surender Singh are in any way concerned or interested, financially or otherwise, in passing of this resolution. The other directors or key managerial personnel of the Company or their relatives are not in any way concerned or interested, financially or otherwise, in passing of this resolution.

By Order of the Board of Directors
For **APEX CAPITAL AND FINANCE LIMITED**

Sd/-
(PHUL JHA)
(Company Secretary and Compliance Officer)
M. No:A20850

Date:03rd July, 2024
Place: New Delhi

Registered Office:

Flat-F, 8thFloor,Hansalaya Building,
Connaught Place, New Delhi-110001
CIN:L65910DL1985PLC021241
Tel& Fax: +91 11 40348775; Email:contact@apexfinancials.in
Website:www.apexfinancials.in