



APOLLO FINVEST (INDIA) LTD.

CIN: L51900MH1985PLC036991

REGISTERED OFFICE:

Unit No. 803, Morya Blue Moon,
Veera Desai Industrial Estate, Andheri West,
Mumbai, Maharashtra 400053

Email: info@apollofinvest.com

Contact No. 022-62231667 / 68

August 25, 2023

To,
BSE Limited
25TH Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

BSE Scrip Code: 512437

Sub: Annual Report for the Financial Year 2022-23 & Notice convening 37th Annual General Meeting of the Company

Dear Sirs,

Pursuant to Regulation 30 and Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith the Annual Report of the Company for the Financial Year 2022-23 along with the Notice convening the 37th Annual General Meeting (AGM) scheduled to be held on Wednesday, September 20, 2023, at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the relevant circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI").

In compliance with the aforesaid circulars, the Annual Report of the Company for the Financial Year 2022-23 along with the Notice convening the 37th Annual General Meeting is being sent to Members, whose e-mail address is registered with the Company/ Registrar & Transfer Agent of the Company or the Depositories, through electronic mode.

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at AGM. The Company has engaged CDSL for providing the facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM, and e-Voting during the AGM.



APOLLO FINVEST (INDIA) LTD.

CIN: L51900MH1985PLC036991

REGISTERED OFFICE:

Unit No. 803, Morya Blue Moon,
Veera Desai Industrial Estate, Andheri West,
Mumbai, Maharashtra 400053

Email: info@apollofinvest.com

Contact No. 022-62231667 / 68

Key Information:

| | |
|--|---|
| Time and Date of Annual General Meeting | 11:30 A.M. (IST), Wednesday, September 20, 2023 |
| Cut-off Date | Wednesday, September 13, 2023 |
| Day, Date, and Time of commencement of remote e-Voting | 09:00 A.M. (IST) – Sunday, September 17, 2023 |
| Day, Date, and Time of end of remote e-Voting | 05:00 P.M. (IST) – Tuesday, September 19, 2023 |

The copy of the Notice of AGM and Annual Report is also available on the website of the Company at www.apollofinvest.com, on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the CDSL website at www.evotingindia.com.

We request you to kindly take the same on records.

Thanking You,
For Apollo Finvest (India) Limited

Mikhil Innani
Managing Director & CEO
DIN: 02710749

NOTICE



NOTICE OF THE 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirty-Seventh Annual General Meeting** of Apollo Finvest (India) Limited will be held on **Wednesday, September 20, 2023, at 11:30 A.M.** through Video Conferencing or Other Audio-Visual Means, to transact the following businesses.x

Ordinary Business:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of director in the place of Retiring Director

To consider the appointment of a director in place of Ms. Diksha Nangia (DIN: 07380935) who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

3. Revision in Remuneration of Ms. Diksha Nangia as a Whole Time Director & CFO:

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

“RESOLVED THAT in suppression to previous resolutions passed and pursuant to the provisions of Section 197(1) and 198 of the Companies Act, 2013 (the “Companies Act”) read with Section II, Part II of Schedule V of the Companies Act, 2013, Regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, and the Board of Directors of the Company the approval of the members of the Company be and is hereby accorded to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) to be paid to Ms. Diksha Nangia as a Whole Time Director of the Company for the financial year starting from 1st April, 2024.



RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the terms and conditions and payment of such remuneration to Ms. Diksha Nagina as the Chief Financial Officer and Whole Time Director of the Company, as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee (NRC)) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay or other benefits) including such periodical increase in her remuneration as may be permissible within the overall remuneration limits under Section 197, read with Schedule V of the Companies Act, 2013 and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary and Compliance Officer, be and are hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.

By order of the Board of Directors

For Apollo Finvest (India) Limited

Sd/-

Prachi Jain

Company Secretary & Compliance Officer

Membership No.: A67085

August 09, 2023

Mumbai

Registered Office: Unit No. 803, Morya

Blue Moon, 8th Floor, Veera Desai Industrial

Estate, Andheri Link Road, Andheri (West),

Mumbai -400 053

CIN: L51900MH1985PLC036991

Phone: 022-62231667/68

Email: info@apollofinvest.com

Website: www.apollofinvest.com



Notes:

1.The Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/ 2020 dated April 8, 2020, and 17/ 2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, No.02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, No. 21/2021 dated December 14, 2021, Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022. (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue till September 2023.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and MCA Circulars, the 37th Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Wednesday, September 20, 2023, at 11:30 A.M. (IST). The proceedings of AGM are deemed to be conducted at the Registered Office of the Company situated at Unit No. 803, Morya Blue Moon, 8th Floor, Veera Desai Industrial Estate, Andheri Link Road, Andheri (West), Mumbai – 400 053.

2.The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) in respect of Special Business under Item No. 3 of the accompanying Notice is annexed hereto. The Company has received relevant disclosure/consent from the Directors seeking appointment/re-appointment.

3.Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 37th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4.Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Company on compliance@apolloinvest.com and to the by e-mail on its registered e-mail address to ["gaurav.sainani@legalixir.com"](mailto:gaurav.sainani@legalixir.com) with a copy marked to

5.The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.



Electronic Dispatch of Annual report:

6. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 the Notice calling the 37th AGM along with the Annual Report for the Financial Year ended March 31, 2023, inter alia indicating the process and manner of remote e-voting are being sent by email on the email addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Annual Report 2022-23.

7. The Notice convening the AGM are also available on the Company's website www.apolloinvest.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) www.cdslindia.com

8. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 18, 2023 have been considered for the purpose of sending the Notice of AGM and the Annual Report.

9. 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 Listing Regulations and MCA Circulars read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR /P/2020/242 dated December 09, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system (e-Voting from a place other than venue of the AGM) ("remote e-Voting") as well as e-Voting during the proceedings of the AGM ("e-Voting at the AGM") will be provided by CDSL.

Remote E-voting period

The remote E-voting period will be available during the following period: Day, date, and time remote E-voting:

| | |
|---------------------|---|
| Commencement | Sunday, September 17, 2023, at 09:00 A.M. (IST) |
| Conclusion | Tuesday, September 19, 2023, at 05:00 P.M. (IST) |



10. The Company has fixed Wednesday, September 13, 2023, as the “Cut-off date” for identifying the Members who shall be eligible for participation in the AGM through VC/OAVM facility and voting either through remote e-Voting during the remote e-Voting period or through e-Voting during the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date shall be entitled to attend the AGM and to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this AGM for information purposes only.

11. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on a first-come first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of a first-come first-served basis.

12. Participation of Members through VC / OAVM will be reckoned for the purpose of the quorum for the AGM as per Section 103 of the Act.

13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

14. The Board of Directors has appointed Mr. Gaurav Sainani, Partner of M/s. SGGs & Associates, Company Secretaries in Practice having Membership No.: A36600 and Certificate of Practice No.: 24482, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.



Issuance of Securities in Dematerialized Form in case of Investor Service Requests:

We would further like to draw your attention to SEBI Notification dated January 24, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_ RTAMB/P/ CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Accordingly, while processing service requests in relation to:

- a. Issue of duplicate securities certificate;
- b. Claim from Unclaimed Suspense Account;
- c. Renewal / Exchange of securities certificate;
- d. Endorsement;
- e. Sub-division / Splitting of securities certificate;
- f. Consolidation of securities certificates/folios;
- g. Transmission; and, Transposition

The Company shall issue securities only in dematerialized form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4.

15. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

16. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.



17. We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., Link Intime India Private Limited:

| S.No. | Particulars | Form |
|-------|---|---------|
| 1 | PAN | ISR - 1 |
| 2 | Address and PIN Code | |
| 3 | Email-Id | |
| 4 | Mobile Number | |
| 5 | Bank Account Details | |
| 6 | Demat Account Number | |
| 7 | Specimen Signature | ISR - 2 |
| 8 | Nomination Details | SH - 13 |
| 9 | Declaration to opt-out Nomination | ISR - 3 |
| 10 | Cancellation or Variation of Nomination | SH - 14 |

All the aforesaid forms can be downloaded from the website of the Company at: [https:// www.apolloinvest.com](https://www.apolloinvest.com) and from the website of the RTA at [https://web.linkintime.co.in/KYC- downloads.html](https://web.linkintime.co.in/KYC-downloads.html)

18. The Company has also sent the letters to the Shareholders of the Company holding shares in physical form at their registered addresses, on May 18, 2023, to furnish PAN, KYC details and Nomination pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, read with clarification issued by SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021.

19. The shareholders may through In-person Verification by producing the original to the authorized person of the RTA, who will retain copies of the document(s) or may furnish original/ photocopies of relevant documents (duly self-attested) with date to RTA i.e. Link Intime at their registered address:
Link Intime India Private Limited

C-101, 247 Park, L.B.S. Road,
Vikhroli (West), Mumbai – 400 083.
Phone: 022-49186270/ 49186260
Email: rnt.helpdesk@linkintime.co.in



The Instructions for Members for remote E-voting and joining General Meeting are as under:

a. The voting period begins on September 17, 2023 at 10:00 A.M. and ends on September 19, 2023 at 05:00 P.M.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 13, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

d. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

e. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

f. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



Type of shareholders

Individual Shareholders
holding securities in Demat
mode with CDSL
Depository

Login Method

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 URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com.

[cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi

2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.



Type of shareholders

Individual Shareholders holding securities in Demat mode with CDSL Depository

Login Method

1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.

Click on "Access to e-Voting " under e-Voting services and you will be able to see the e-Voting page. 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 or joining virtual meeting & voting during the meeting.

2) If the user is not registered for IDeAS e-Services, the option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. 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



Type of shareholders

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

Login Method

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. 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 or joining virtual meeting & voting during the meeting.

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

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

Login type

Individual Shareholders holding securities in Demat mode with CDSL

Individual Shareholders holding securities in Demat mode with NSDL

Helpdesk details

Individual Shareholders holding securities in Demat mode with CDSL

Individual Shareholders holding securities in Demat mode with NSDL

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

a. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on the "Shareholders" module.
- Now enter your User ID
 1. For CDSL: 16 digits beneficiary ID,^o
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



3.Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN

Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

- If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

b. After entering these details appropriately, click on "SUBMIT" tab.

c. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

d. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



e. Click on the EVSN for the relevant Apollo Finvest (India) Limited on which you choose to vote.

f. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

g. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

h. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

i. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

j. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

k. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

l. There is also an optional provision to upload BR/POA if any is uploaded, which will be made available to the scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney



(POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; gaurav.sainani@legalixir.com and compliance@apolloinvest.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders attending the AGM/EGM Through VC/OAVM & E-Voting during meeting are as under:

1.The procedure for attending the meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for e-voting.

2.The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3.Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4.Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5.Further shareholders will be required to allow cameras and use the Internet with a good speed to avoid any disturbance during the meeting.

6.Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7.Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least ten days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@apolloinvest.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance ten days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@apolloinvest.com. These queries will be replied to by the company suitably by email.



8.Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9.Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred

10.from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

11.If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose email/mobile no. are not registered with the company/depositories.

- For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.



Explanatory Statement

(in respect of Special Business pursuant to section 102 of the Act and Regulation 36 of the SEBI Listing Regulations And Secretarial Standard – 2 on General Meeting:)

Item No. 3:

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, it has been decided to revise remuneration to be paid/payable to Ms. Diksha Nangia, CFO and Whole Time Director of the Company, subject to the approval of members/shareholders by way of Special Resolution.

Accordingly, the Board of Directors at its Meeting held on August 09, 2023 felt it prudent to approach the Members of the Company seeking their approval by way of special resolution to revise the remuneration payable to the aforesaid managerial personnel.

Having regard to the above, the resolution set out at item No. 3 have been proposed and the Board of Directors recommended the same for your approval based on the recommendation of Nomination and Remuneration Committee.

General Information

1. Nature of Industry: Non – Banking Financial Company (NBFC)
2. Date of commencement of commercial production: Being a NBFC not applicable
3. Financial Performance based on given Indicators:

| Particulars | Amount in INR |
|---------------------------|---------------|
| Total Income | 46,15,39,963 |
| Net Profit after Taxation | 10,07,64,218 |
| Paid-up Share Capital | 3,73,12,080 |
| Reserves & Surplus | 35,50,47,406 |



Export Performance and Net Foreign Exchange Collaborations: The Company's products are not exported. The Company has no foreign exchange collaborations. Company has no foreign exchange collaborations. Foreign Investments or Collaborators: Not applicable.

Information about the Appointee:

1. Background Details:

Ms. Diksha Nangia, as Whole Time Director and Chief Financial Officer of Apollo Finvest (India) Limited, leads an internet first pure play transactional NBFC. She has eight plus years of experience of building financial models and managing credit risk products at scale. At Apollo, she is building a robust risk monitoring platform that will enable any Company to build its own, modern and scalable financial product. Prior to Apollo Finvest (India) Limited, Diksha managed credit at HDFC Ltd. (India's largest mortgage lender) and built large financial models in the ING Vysya's investments team. Diksha is a CFA Charter holder who holds an MBA in finance from NMIMS and a Bachelor's degree from Mumbai University.

2. Past Remuneration: Rs. 30,00,000/-

3. Job profile and her suitability:

Ms. Diksha Nangia is holding the position of Chief Financial Officer and Whole Time Director of the Company. She is in charge of overall management subject to directions, supervision and control of the Board of the Directors of the Company. Her sincere efforts and dedication has been a major source for the growth of the Company.

The Committee has recommended a revised compensation structure considering that Diksha has demonstrated successful business and overall performance since her appointment. The broad terms and conditions of alterations in the remuneration payable to Ms. Diksha Nangia are as follows:

1. Remuneration:

a. Basic Salary: Such amount as may be decided by the Nomination and Remuneration Committee, subject to a maximum remuneration of not exceeding Rs. 7,00,000/- ("Seven Lakh Rupees") per month.



2.Perquisites and Allowances:

- a. Special Allowance: Special Allowances at 50% of Basic salary.
- b. Medical Reimbursement: reimbursement of actual medical expenses incurred by Ms. Diksha Nangia and her family
- c. Club fees: Actual fees of the clubs to be paid by the Company.
- d. Personal Accident Insurance: Actual premium to be paid by the Company.
- e. Car: Facility of car(s) with Driver for the business of the Company.
- f. Telephone: reimbursement of mobile phone and internet charges.
- g. Reimbursement of expenses: reimbursement of all the expenses incurred for the business of the Company in accordance with applicable rules.
- h. Contribution to provident and superannuation funds: Company's contribution to Provident and Superannuation funds will be as per the rules of the Company.
- i. Gratuity: Company's contribution to gratuity will be as per the rules of the Company.

3.Minimum Remuneration: If in any financial year during the tenure of Ms. Diksha Nangia as the CFO and Whole Time Director of the Company, the Company has no profits or its profits are inadequate, she shall be entitled to minimum remuneration by way of basic salary, perquisites, allowances within limits prescribed under Section II, Part II of Schedule V to the Companies Act, 2013, as amended from time to time.

The annual increase, if any, in salary effective April 1, 2024, is to be decided by the Board of Directors on the recommendations of the Nomination and Remuneration Committee of the Board. Ms. Diksha Nangia shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board. A brief about her nature of expertise in specific functional areas, other directorships and committee memberships, her shareholding, and her relationship with other directors in the Company are appended to the Notice hereto.



Other Information

| | |
|---|--|
| Reasons of loss or inadequate profits | The Company is presently not into losses, however the profits are inadequate as the Company is in the process of expanding into the fintech industry and explore the more competitive options. |
| Steps taken or proposed to be taken for improvement | Continuous efforts are being made to increase the Company's presence in the existing markets and explore the new markets in the fintech industry. |
| Expected increase in productivity and profits in measurable terms | Company is exploring the new avenues for growth and expect growth in its productivity and profitability. |

None of the Directors except Ms. Diksha Nangia and Mr. Mihir Innani being husband of Ms. Diksha Nangia is interested in this Resolution.

Accordingly, the Board recommends the resolutions, as set out in Item no. 3 to this Notice to be approved by the shareholders.



Annexure – A

Details of Director seeking Re-Appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

| | |
|--|---|
| Name of Director | Ms. Diksha Nangia |
| DIN | 07380935 |
| Date of Birth | 07/12/1987 |
| Age | 35 |
| Date of first appointment on the Board | August 09, 2019 |
| Qualification | CFA Charter holder, MBA in finance |
| Experience and Expertise | Financial Sector |
| No. of Meetings of the Board attended during the year | Ms. Diksha Nangia attended 5 Board Meetings during the Financial Year 2022-23. |
| List of Directorship of other Boards | AFL Securities India Private Limited |
| List of Membership / Chairmanship of Committees of other Boards | Nil |
| Shareholding in Company | 791,864 (21.22%) |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | Wife of Mr. Mikhil Innani, the Managing Director & CEO of the Company. |
| Details of remuneration last drawn (FY 2022-23) | Rs. 30,00,000 |
| Justification for choosing the appointees for appointment as Independent Directors | Diksha Nangia, as Chief Financial Officer of Apollo Finvest (India) Limited, leads an internet first pure play transactional NBFC. She has eight plus years of experience of building financial models and managing credit risk products at scale. At Apollo, she is building a robust risk monitoring platform that will enable any Company to build its own, modern and scalable financial product. Prior to Apollo Finvest (India) Limited, Diksha managed credit at HDFC Ltd. (India's largest mortgage lender) and built large financial models in the ING Vysya's investments team. Diksha is a CFA Charter holder who holds an MBA in finance from NMIMS and a Bachelor's degree from Mumbai University. |

