APEX CAPITAL AND FINANCE LIMITED

(Formerly Apex Home Finance Limited)



03rd July, 2024

To

The Manager, Listing BSE Limited Dalal Street, Mumbai – 40001

Scrip Code: 541133

Dear Sir/ Madam,

Sub: Outcome of the meeting of the Board of Directors ("Board") of Apex Capital and Finance Limited (the "Company"), in terms of the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In furtherance of the intimation dated June 25, 2024, and pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Board of the Company, at its meeting held today i.e., July 3, 2024 ("Board Meeting"), have *inter alia* considered and approved the following:

- 1. The issuance of 76,00,000 (Seventy Six Lacs) warrants of the Company, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten) each, to certain Promoters, Promoter Group and Non Promoters, as detailed in Annexure-A, by way of a preferential issue on a private placement basis, in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Companies Act, 2013 ("Act"), as amended and other applicable laws, and subject to the approval of regulatory/ statutory authorities and the shareholders of the Company (the "Preferential Issue").
- 2. Amendments to the Memorandum of Association and alteration of capital clause therein, in respect of increase of authorised 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.
- 3. Amendments to the Articles of Association of the Company, to incorporate specific clauses related to the issuance of various securities including issuance

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of warrants convertible into equity shares of the Company and for other ancillary matters in respect thereof; and

4. Convening of an extraordinary general meeting of the shareholders of the Company on Monday, July 29, 2024 through video conferencing or other audiovisual means, to seek necessary approval of the shareholders of the Company, in respect of the above ("EGM"). In this regard, the Board has also approved the Notice convening the EGM, which shall be submitted to the stock exchanges and dispatched to the shareholders in due course, in compliance with the applicable provisions of the Act, the SEBI Listing Regulations and other applicable laws.

Further The details in respect of the Preferential Issue, as required to be disclosed under Regulation 30 of the SEBI Listing Regulations, read with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/information by listed entities, dated July 13, 2023 ("SEBI Disclosure Circular") is set out below at Annexure – A.

The Board Meeting commenced at 11.30 a.m. and concluded at 12:10 pm.

The above is for information and dissemination.

Thanking you.

Yours faithfully,

For Apex Capital and Finance Limited

Shekhar Singh Date: 2024.07.03 12:14:53 +05'30'

(Shekhar Singh) Managing Director DIN-00039567

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Annexure - A

Disclosure in respect of the Preferential Issue, in terms of Regulation 30 of the SEBI Listing Regulations read with the SEBI Disclosure Circular

Sr.	Particulars	Details						
No		- State						
1.	Type of convities	Convertible warrants of the Company ("Morranta")						
'-	Type of securities proposed to be issued	/						
	(viz. equity shares,							
	convertibles, etc.							
2.	Type of issuance (further	Preferential allotment, on a private placement basis.						
	public offering, rights							
	issue, depository							
	receipts (ADR/GDR),							
	qualified institutions							
	placement, preferential allotment etc.)							
3.	Total number of	76.00	000 (Seventy Six Lace) Wa	rrante are he	ing proposed to be			
	securities proposed to be	76,00,000 (Seventy Six Lacs) Warrants are being proposed to be issued at a price of Rs. 125/- per warrant (including a premium						
	issued or the total	of Rs. 115/- per warrant), aggregating upto an amount of Rs. 95						
	amount for which the	Crores (Rupees Ninety Five Crores).						
	securities will be issued							
	(approximately)			***************************************				
4.	the stock exchange(s):	referential issue the listed entity shall disclose the following additional details to xchange(s):						
a)	Name of the investor	The names of the Proposed Allottees are :						
		Sl.	Proposed Warrant	Category	Number of			
		No.	Allottees		Warrants			
					proposed to be			
		1	HILLGROW	Promoter	issued 8,40,677			
		'	INFOSERVICES	Group	8,40,677			
			PRIVATE LIMITED	0.000				
		2	PALMTREE INFRACON	Promoter	10,50,677			
			PRIVATE LIMITED	Group				
		3	VETERAN	Promoter	10,50,677			
			INFRADEVELOPERS	Group				
		4	PRIVATE LIMITED FOSTER	Dyamastay	10.50.077			
		4	INFRASTRUCTURE	Promoter Group	10,50,677			
			PRIVATE LIMITED	Croup				
		5	INSCENCE	Promoter	9,39,198			
			DEVELOPERS PRIVATE	Group				
			LIMITED					
		6	SUCHITRA	Promoter	6,16,094			

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

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		7	CHAM	SHER SINGH	Non	4.04.005	
			(HUF)	SHER SINGH	Non- Promoter	1,61,805	
		8		EN KUMAR		1.00.400	
		°		EN KUMAK	Non- Promoter	1,99,436	
		1	(HUF)	10NOLL/INE)			
		9	PAVVAN	N SINGH (HUF)	Non-	1,80,390	
		10	ANUZITZ	0.4.1.0.4.4.4.1	Promoter		
		10	ANKII	SANGWAN	Non-	2,82,079	
					Promoter		
		11	USHAS	SOLANKI	Non-	2,82,290	
					Promoter		
		12	KDI6H1	AN KLIMAD	Non-	4.72.000	
		12	KRISHAN KUMAR SANGWAN		Promoter	4,73,000	
			SANGV	VAIN	Promoter		
		13	SUKHV	VANTI	Non-	4,73,000	
			SANGV		Promoter	4,70,000	
			0,1101	77.11	Tromoter		
					Total	76,00,000	
b.	Post allotment of	Details	of the	shareholding of t			
	securities- outcome of	Details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue, are as under:					
	the subscription						
		Name	e of the	Pre-preferentia	ntial Pre-preferential issue		
		prop	oosed	issue	shareholding		
		alle	ottee	shareholding		percentage	
		11		ona onotang	PC		
				percentage	PC	Jonago	
		Prome		1		68.94%	
				percentage			
		Promo	oter	percentage			
		Promo and Promo Group	oter oter	percentage			
		Prome and Prome Group Allotte	oter oter	percentage 63.72%			
		Prome and Prome Group Allotte	oter oter o ees	percentage	•		
		Prome and Prome Group Allotte Non- Prome	oter oter oter otes	percentage 63.72%	1	8.85%	
		Prome and Prome Group Allotte	oter oter oter otes	percentage 63.72%	1 (assumii	8.85% ng all warrants	
		Prome and Prome Group Allotte Non- Prome	oter oter oter otes	percentage 63.72%	(assumii will be c	88.94% 8.85% ang all warrants converted on a	
		Prome and Prome Group Allotte Non- Prome	oter oter oter otes	percentage 63.72%	(assumii will be c	8.85% ng all warrants converted on a ted basis post-	
		Prome and Prome Group Allotte Non- Prome	oter oter oter otes	percentage 63.72%	(assumii will be c	88.94% 8.85% ang all warrants converted on a	
		Prome and Prome Group Allotte Non- Prome	oter oter oter otes	percentage 63.72%	(assumii will be c	8.85% ng all warrants converted on a ted basis post-	
		Prome and Prome Group Allotte Non- Prome Allotte	oter oter oter oter oters oter	98.36%	(assumin will be of fully dilur all	88.94% 88.85% Ing all warrants converted on a ted basis postotment).	
		Prome and Prome Group Allotte Non-Prome Allotte	oter oter oter oter oter oter oter oter	percentage 63.72% 8.36%	(assuming will be confully dilumentally allowers)	8.85% Ing all warrants converted on a ted basis postotment).	
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C.	Issue price	Promo and Promo Group Allotto Non- Promo Allotto	oter oter oter oter oter oter ees e and pos	98.36% 8.36% 8.36% 8.36% 8.36% 8.36% 8.36%	(assuming will be confully dilunger and the confusion of	88.94% 88.85% Ing all warrants converted on a ted basis postotment). The Promoter and % (assuming full	
C.	Issue price	Promo and Promo Group Allotte Non- Promo Allotte	e and poster Groupsion of W	98.36% 8.36% 8.36% 8.36% 8.36% 8.36% 8.36%	(assuming will be confully dilunger and the confusion of	8.85% Ing all warrants converted on a ted basis postotment).	
c.	Issue price Number of investors	Prome and Prome Allotte Non-Prome Allotte Promote converse Rs 125 Warran	e and poster Groupsion of W	98.36% 8.36% 8.36% 8.36% 8.36% 8.36% 8.36% 9 remains the sar	(assuming will be confully dilunger and the confusion of	88.94% 88.85% Ing all warrants converted on a ted basis postotment). The Promoter and % (assuming full	
	•	Prome and Prome Allotte Non-Prome Allotte Promote converse Rs 125 Warran Up to 1	e and poster Groupsion of Work.	98.36% 8.36% 8.36% 8.36% 8.36% 9 remains the sar large and large a	(assuming will be of fully diluted allower tage of the me, i.e 73.01 y shares)	88.94% 88.85% Ing all warrants converted on a ted basis postotment). The Promoter and % (assuming full ty Five only) per	
d.	Number of investors	Promote and Promote Allotte Non-Promote Converse Rs 125 Warran Up to 1 Each W	e and poster Groupsion of Will- (Rupett.	est shareholding per remains the sar varrants into Equities One Hundred es.	(assuming will be of fully dilurable and function of extending the following states) and Twent the first of the following shares) and Twent the first of the following states and the following states are shown in the following states and the following states are shown in the shown in the following states are sho	88.94% 88.85% Ing all warrants converted on a sted basis postotment). The Promoter and % (assuming full by Five only) per changeable for 1	
d.	Number of investors In case of convertibles -	Promo and Promo Group Allotto Non- Promo Allotto The Pre Promot convers Rs 125 Warran Up to 1 Each V (one) fu	e and poster Groupsion of Worrant wally paid-	st shareholding per permains the sar varrants into Equitions One Hundred Permains the sar varrants into Equitions One Hundred Permains the sar varrants into Equitions One Hundred Permains Permains Permains Into Equitions One Hundred Permains Into Equitions I	(assuming will be of fully dilurable of me, i.e 73.01 y shares) If and Twent the Compared the Compared to the	88.94% 88.85% Ing all warrants converted on a sted basis postotment). The Promoter and % (assuming full by Five only) per changeable for 1 my of face value of	
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d.	Number of investors In case of convertibles - intimation on conversion of securities or on lapse	The Prepromote Converse Warran Up to 1 Each W (one) further to 1 to 2	e and poster Groupsion of Warrant willy paid- (Rupeetranches	st shareholding per permains the sar varrants into Equitions One Hundred Permains the sar varrants into Equitions One Hundred Permains the sar varrants into Equitions One Hundred Permains Permains Permains Into Equitions One Hundred Permains Into Equitions I	(assuming will be of fully dilung allower of me, i.e 73.01 by shares) and Twent of the Comparch may be existed of 18 (e	88.94% 88.85% Ing all warrants converted on a sted basis postotment). The Promoter and % (assuming full ty Five only) per changeable for 1 my of face value of tercised in one or ighteen) months	

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