

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

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 audio-visual 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
Digitally signed by
Shekhar Singh
Date: 2024.07.03
12:14:53 +05'30'

(Shekhar Singh)
Managing Director
DIN-00039567

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. No	Particulars	Details																												
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Convertible warrants of the Company (“Warrants”).																												
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential allotment, on a private placement basis.																												
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	76,00,000 (Seventy Six Lacs) Warrants are being proposed to be issued at a price of Rs. 125/- per warrant (including a premium of Rs. 115/- per warrant), aggregating upto an amount of Rs. 95 Crores (Rupees Ninety Five Crores).																												
4.	In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s):																													
a)	Name of the investor	<p>The names of the Proposed Allottees are :</p> <table border="1"> <thead> <tr> <th>Sl. No.</th> <th>Proposed Warrant Allottees</th> <th>Category</th> <th>Number of Warrants proposed to be issued</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>HILGROW INFOSERVICES PRIVATE LIMITED</td> <td>Promoter Group</td> <td>8,40,677</td> </tr> <tr> <td>2</td> <td>PALMTREE INFRACON PRIVATE LIMITED</td> <td>Promoter Group</td> <td>10,50,677</td> </tr> <tr> <td>3</td> <td>VETERAN INFRADEVELOPERS PRIVATE LIMITED</td> <td>Promoter Group</td> <td>10,50,677</td> </tr> <tr> <td>4</td> <td>FOSTER INFRASTRUCTURE PRIVATE LIMITED</td> <td>Promoter Group</td> <td>10,50,677</td> </tr> <tr> <td>5</td> <td>INSCENCE DEVELOPERS PRIVATE LIMITED</td> <td>Promoter Group</td> <td>9,39,198</td> </tr> <tr> <td>6</td> <td>SUCHITRA</td> <td>Promoter</td> <td>6,16,094</td> </tr> </tbody> </table>	Sl. No.	Proposed Warrant Allottees	Category	Number of Warrants proposed to be issued	1	HILGROW 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
Sl. No.	Proposed Warrant Allottees	Category	Number of Warrants proposed to be issued																											
1	HILGROW 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																											

APEX CAPITAL AND FINANCE LIMITED

(Formerly Apex Home Finance Limited)



		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									
b.	Post allotment of securities- outcome of the subscription	<p>Details of the shareholding of the Proposed Allottees in the Company, prior to and after the Preferential Issue, are as under:</p> <table border="1"> <thead> <tr> <th>Name of the proposed allottee</th> <th>Pre-preferential issue shareholding percentage</th> <th>Pre-preferential issue shareholding percentage</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group Allottees</td> <td>63.72%</td> <td>68.94%</td> </tr> <tr> <td>Non-Promoter Allottees</td> <td>8.36%</td> <td>18.85%</td> </tr> </tbody> </table> <p>(assuming all warrants will be converted on a fully diluted basis post-allotment).</p> <p>The Pre and post shareholding percentage of the Promoter and Promoter Group remains the same, i.e 73.01% (assuming full conversion of Warrants into Equity shares)</p>				Name of the proposed allottee	Pre-preferential issue shareholding percentage	Pre-preferential issue shareholding percentage	Promoter and Promoter Group Allottees	63.72%	68.94%	Non-Promoter Allottees	8.36%	18.85%
Name of the proposed allottee	Pre-preferential issue shareholding percentage	Pre-preferential issue shareholding percentage												
Promoter and Promoter Group Allottees	63.72%	68.94%												
Non-Promoter Allottees	8.36%	18.85%												
c.	Issue price	Rs 125/- (Rupees One Hundred and Twenty Five only) per Warrant.												
d.	Number of investors	Up to 13 allottees.												
e.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each Warrant will be convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten) each, which may be exercised in one or more tranches during a period of 18 (eighteen) months commencing from the date of allotment of the Warrants.												

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