



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, 2022

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

BSE Scrip Code: 512437

Sub: Annual Report for the Financial Year 2021-22 & Notice convening 36th 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 2021-22 along with the Notice convening the 36th Annual General Meeting (AGM) scheduled to be held on Wednesday, September 21, 2022, 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 2021-22 along with the Notice convening the 36th 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 21, 2022
Cut-off Date	Wednesday, September 14, 2022
Day, Date, and Time of commencement of remote e-Voting	09:00 A.M. (IST) – Sunday, September 18, 2022
Day, Date, and Time of end of remote e-Voting	05:00 P.M. (IST) – Tuesday, September 20, 2022

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 of the 36th Annual General Meeting

Notice is hereby given that the Thirty-Sixth Annual General Meeting of Apollo Finvest (India) Limited will be held on Wednesday, September 21, 2022, at 11:30 A.M. through Video Conferencing or Other Audio-Visual Means, to transact the following businesses:

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, 2022, together with the Reports of the Board of Directors and Auditors thereon.

2. Re-Appointment of Statutory Auditors for the another Term of five (5) years

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, GMJ & Co. , Chartered Accountants (Firm Registration No. 103429W), be and are hereby re-appointed as the Statutory Auditors of the Company, for the second term of five (5) years i.e. from the conclusion of this 36th Annual General Meeting until the conclusion of 41st Annual General Meeting at a remuneration upto Rs. 3,25,000/- (Three Lakh Twenty Five Thousand Rupees only) plus applicable taxes and reimbursement of out-of-pocket expenses, for the Financial Year ended March 31, 2023, and the Board of Directors be and is hereby further authorized to finalize the terms and conditions of re-appointment, including remuneration of Statutory Auditors for the remaining period, based on the recommendation of the Audit Committee.

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.”



Special Business:

3. Re-appointment of Mr. Mikhail Innani (DIN: 02710749), as Chief Executive Officer and Managing Director of the Company, and approval of the revised remuneration payable to him

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Mikhail Innani (DIN: 02710749) as Chief Executive Officer and Managing Director of the Company for a term of five (5) years from the expiry of his present term of office, viz. with effect from April 24, 2023, till April 23, 2028.

RESOLVED FURTHER THAT Mr. Mikhail Innani, shall not be liable to retire by rotation

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the terms and conditions and payment of such remuneration to Mr. Mikhail Innani as Chief Executive Officer and Managing Director of the Company, for a term of five (5) years with effect from April 24, 2023, till April 23, 2028, 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) or the terms and conditions of the re-appointment including such periodical increase in his 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.



4. Re-Appointment of Ms. Kruti Khemani (DIN: 07977942) as an Independent Director of the Company for the another term of five (5) years

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Ms. Kruti Khemani (DIN: 07977942), who has submitted a declaration confirming that she meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, for the second term of five years commencing from July 24, 2023, up to July 23, 2028, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Ms. Kruti Khemani shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, 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.”

5. Re-Appointment of Mr. Paritosh Khatri (DIN: 07998062) as an Independent Director of the Company for the another term of five (5) years

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Paritosh Khatri (DIN: 07998062), who has submitted a



declaration confirming that he meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, for the second term of five years commencing from December 22, 2022, up to December 21, 2027, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Paritosh Khatri shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, 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.”

6. Approval for Borrowings through Private Placement

“RESOLVED THAT pursuant to the provisions of Section 42 of the Companies Act, 2013, including any statutory modifications, amendment or re-enactments thereto (collectively “the Act”), read with provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the Act and the Rules framed thereunder, as may be applicable, and other applicable guidelines and regulations issued by the Securities and Exchange Board of India (“SEBI”) or any other law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to borrow from time to time, by way of issuing securities including but not limited to secured/unsecured, redeemable, non-convertible debentures (NCDs) and/or commercial papers (CPs) to be issued on a private placement basis, in one or more series/tranches from time to time, amounts up to Rs. 100 Crore (Rupees One Hundred Crore only) issuable / redeemable at discount / par/ premium, under one or more shelf disclosure documents, during the period of one (1) year from the date of this General Meeting, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said securities / NCDs / CPs be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto, notwithstanding that borrowing pursuant to this resolution (“Proposed Borrowing”) along with amounts already borrowed and amounts which



may be borrowed apart from the Proposed Borrowing may exceed the aggregate of paid-up share capital, free reserves and securities premium account.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board of Directors and Company Secretary and Compliance Officer of the Company to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

7. Approval for implementation of 'Apollo Finvest General Employee Benefits Scheme - 2022'

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), the circulars / guidelines issued by the Securities and Exchange Board of India ('SEBI'), the Memorandum and Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines, from time to time (including any statutory modification or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Board

- (i) to introduce and implement the Apollo Finvest Employee Stock Option Scheme 2022 ('Scheme 2022 / the Scheme'), the salient features of which are furnished in the explanatory statement to this notice; and
- (ii) to offer, grant and issue Employee Stock Options ('ESOPs') under the Scheme, to such persons who are in permanent employment, including director(s) of the Company, other than independent directors of the Company, and to such other persons, who may be eligible from time to time under the Applicable Laws (hereinafter collectively referred as 'Eligible Employees').

RESOLVED FURTHER THAT the maximum number of ESOPs that may be granted under the Scheme shall not exceed 10,00,000 (Ten Lakh) equity shares and the maximum number of equity shares that may be issued against each ESOP shall not exceed 10,00,000 (Ten Lakh) equity shares having face value of Rs. 10/- each.

RESOLVED FURTHER THAT the equity shares so issued and allotted under the Scheme shall rank pari passu with the existing equity shares of the Company.



RESOLVED FURTHER THAT in this regard, the Board and the Company Secretary and Compliance Officer be and is hereby authorised:

- to allot equity shares of the Company as may be required under the Scheme and take necessary steps for listing of the equity shares so allotted on the stock exchange(s), where the equity shares of the Company are listed as per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Applicable Laws;
- to make a fair and reasonable adjustment in the number of ESOPs such that total value of ESOPs granted to an Eligible Employee remains the same after effecting the corporate action or any change in the corporate structure impacting the share capital of the Company;
- to give effect to any modification, alteration, amendment, suspension, withdrawal or termination to the Scheme as may be considered appropriate, subject to compliance with the Applicable Laws;
- to settle any issues, questions, difficulties or doubts that may arise with regard to the Scheme, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution; and
- to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose.

By order of the Board of Directors
For Apollo Finvest (India) Limited

Sd/-
Jasdeep Juneja
Company Secretary & Compliance Officer
Membership No.: A66750

August 09, 2022
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, and Circular No. 03/2022 dated May 05, 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.

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 36th Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through 🖥️ VC / OAVM on Wednesday, September 21, 2022, 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 Nos. 3 to 7 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 36th 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 jasdeep@apolloinvest.com and to the by e-mail on its registered e-mail address to cs@gmj.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.



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, the Notice calling the 36th AGM along with the Annual Report for the Financial Year ended March 31, 2022, 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 2021-22 and 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
7. 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 19, 2022, have been considered for the purpose of sending the Notice of AGM and the Annual Report.
8. 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 proceeding of the AGM ("e-Voting at the AGM") will be provided by CDSL.
9. Remote E-Voting:

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

Day, date, and time remote E-voting:

Commencement	Sunday, September 18, 2022, at 09:00 A.M. (IST)
Conclusion	Tuesday, September 20, 2022, at 05:00 P.M. (IST)

10. The Company has fixed Wednesday, September 14, 2022, 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. Prabhat Maheshwari, Partner of M/s. GMJ & Associates, Company Secretaries in Practice having Membership No.: FCS 2405 and Certificate of Practice No.: 1432, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
15. 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. 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,
- h. 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.

16. 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.
17. 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.
18. 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> and from the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>



19. The Company has also sent the ✉ letters to the Shareholders of the Company holding shares in physical form at their registered addresses, on February 21, 2022, to furnish PAN, KYC details and Nomination pursuant to 📢 SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, read with clarification issued by 📢 SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021.

20. 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


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

- a. The voting period begins on September 18, 2022 at 10:00 A.M. and ends on September 20, 2022 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 14, 2022, 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	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration



Type of shareholders	Login Method
	<p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, 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</p>



Type of shareholders	Login Method
	<p>3) 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 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 during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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	Helpdesk details
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. 1800 22 55 33
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.: 1800 1020 990 and 1800 22 44 30

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
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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) <ul style="list-style-type: none"> ● 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.
- m. 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 favour 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; cs@gmj.com and jasdeep@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  jasdeep@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  jasdeep@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 from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.



10. 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.

1. 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.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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: Re-appointment of Mr. Mikhail Innani (DIN: 02710749), Chief Executive Officer and Managing Director of the Company, and approval of the revised remuneration payable to him.

Mr. Mikhail Innani is currently the Chief Executive Officer and Managing Director (“CEO and MD”) of the Company. He was appointed as the CEO and MD of the Company for a period of five (5) years effective from July 24, 2018, till July 23, 2023.

Based on the strong performance of the Company and increase in shareholder value, under the leadership of Mr. Mikhail Innani and other key factors as elaborated below, the Nomination and Remuneration Committee considered it appropriate to recommend to the Board re-appointment of Mr. Mikhail Innani as CEO and MD of the Company, commencing on July 24, 2023, and ending on July 23, 2028 (“the Proposed Term”) on the terms and conditions, including the remuneration payable to him as contained in this explanatory statement. Accordingly, the Board, based on the recommendation of the Committee, at its meeting held on August 08, 2022, has approved the re-appointment of Mikhail as CEO and MD of the Company for the proposed term on the terms and conditions including the remuneration as stated in this explanatory statement.

Mr. Mikhail Innani is the Managing Director & CEO at Apollo Finvest, a publicly listed NBFC. He has 10+ years of experience in building products from scratch to an unprecedented scale of 250+ million monthly active users. Prior to Apollo Finvest, Mikhail headed consumer products and growth at Hotstar (India’s largest OTT platform) and Coupon Dunia (Acquired by Times Internet). He also co-founded PharmEasy (India’s largest online medicine delivery startup valued at >\$1 Billion). He holds a Master’s degree in Information Systems from Carnegie Mellon University and a Bachelor’s degree from Mumbai University.

The key factors that were considered by the Committee for recommending the re- appointment are as follows:

1. Under Mikhail’s Leadership the Company’s Total Shareholders Return was an impressive 3565% was one of the highest amongst the unstable market conditions and was well above benchmark indices of Nifty at 58% and Sensex at 58%. The Company’s market capitalization increased during his tenure by - 215 crore.



2. The revenue growth of the Company under his leadership has accelerated and grown from 187 lakhs (2018) to 7400 lakhs (2022) and the profits have also increased from 100 lakhs to 1270 lakhs.
3. With his great visionary motto of 'Financial Inclusion' and his persistent endeavours towards establishing an innovation-led future environment that fulfills the credit need of every individual in India.
4. In the interest of the Company and its stakeholders, securing the continuity and stability of the current leadership is critical. Therefore, the Committee considered it appropriate to recommend to the Board the re-appointment of Mikhil for another term as CEO and MD commencing from July 24, 2023, till July 23, 2028.

The Committee has also recommended a revised compensation structure considering that Mikhil has demonstrated successful business and overall performance since his appointment. The broad terms and conditions of re-appointment of, including remuneration payable to Mr. Mikhil Innani 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 Mr. Mikhil Innani and his 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 Mr. Mikhil Innani as the CEO and MD of the Company, the Company has no profits or its profits are inadequate, he 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, 2023, is to be decided by the Board of Directors on the recommendations of the Nomination and Remuneration Committee of the Board. Mr. Mikhil Innani shall not be entitled to any sitting fee for attending meetings of the Board and/or any Committee of Board. In terms of the Articles of Association of the Company, he shall not be liable to determination by retirement by rotation. A brief about his nature of expertise in specific functional areas, other directorships and committee memberships, his shareholding, and his relationship with other directors in the Company are appended to the Notice hereto. He satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Act for being eligible for re-appointment. He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

The information as required to be disclosed under Section II of Part II of Schedule V to the Act, forms part of this Notice and enclosed in Annexure - A.

Relevant details relating to appointment of Mr. Mikhil Innani as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure - B to this Notice.

Except for Mr. Mikhil Innani and his relatives including Ms. Diksha Nangia, who is the wife of Mikhil, no other Director, Key Managerial Personnel, or their relatives are in any way concerned or interested in the resolutions contained under Item No. 3 of the Notice.

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



Item No. 4: Re-appointment of Ms. Kruti Khemani (DIN: 07977942) as an Independent Director of the Company for the second term of five (5) years

The Nomination and Remuneration Committee, after evaluating the performance and contribution of Ms. Kruti Khemani and considering the skill and expertise she bring to the Board, recommended her re-appointment to the Board of Directors for another term of five (5) consecutive years. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Ms. Kruti Khemani (DIN: 07977942) as an Independent Director on July 24, 2018, in terms of Regulations 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for a second term of five (5) consecutive years from July 24, 2023, to July 23, 2028, not liable to retire by rotation, subject to the approval of the Members.

Ms. Kruti Khemani is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act nor is debarred from holding the office of a director by virtue of any order from the Securities and Exchange Board of India (SEBI) or any such authority and has consented to act as Director of the Company. The Company has also received a declaration from Ms. Kruti Khemani that she meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations. The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Ms. Kruti Khemani for the office of Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

Ms. Kruti Khemani has appeared and cleared the online proficiency self-assessment test conducted by Indian Institute of Corporate Affairs ("IICA"). In the opinion of the Board, Ms. Kruti Khemani fulfills the conditions for re-appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

Relevant details relating to appointment of Ms. Kruti Khemani as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure – B to this Notice.

In terms of provisions of Section 149 (10) of the Act, re-appointment of Independent Directors for a second term requires passing of a special resolution. Accordingly, the Board recommends the Special Resolution as set out in Item No. 4 of this Notice for the approval of the Members. Other than Ms. Kruti Khemani, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 4 of this Notice.

36th Annual Report (F.Y. 2021-22)



Item No. 5: Re-appointment of Mr. Paritosh Khatri (DIN: 07998062) as an Independent Director of the Company for the Second Term of five (5) years

The Nomination and Remuneration Committee, after evaluating the performance and contribution of Mr. Paritosh Khatri, considering the skill and expertise he brings to the Board, recommended his re-appointment to the Board of Directors for another term of five (5) consecutive years. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mr. Paritosh Khatri (DIN: 07998062) as an Independent Director on December 22, 2017, in terms of Regulations 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for a second term of five (5) consecutive years from December 22, 2022, to December 21, 2027, not liable to retire by rotation, subject to the approval of the Members.

Mr. Paritosh Khatri is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act nor is debarred from holding the office of a director by virtue of any order from the Securities and Exchange Board of India (SEBI) or any such authority and has consented to act as Director of the Company. The Company has also received a declaration from Mr. Paritosh Khatri that he meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations. The Company has received a notice in writing from a Member pursuant to Section 160 of the Act, proposing the candidature of Mr. Paritosh Khatri for the office of Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

Mr. Paritosh Khatri has appeared and cleared the online proficiency self-assessment test conducted by Indian Institute of Corporate Affairs ("IICA"). In the opinion of the Board, Mr. Paritosh Khatri fulfills the conditions for re-appointment as an Independent Director as specified in the Act and Listing Regulations and is independent of the Management.

Relevant details relating to appointment of Mr. Paritosh Khatri as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI are provided in Annexure – B to this Notice.

In terms of provisions of Section 149 (10) of the Act, re-appointment of Independent Directors for a second term requires the passing of a special resolution. Accordingly, the Board recommends the Special Resolution as set out in Item No. 5 of this Notice for the approval of the Members. Other than Mr. Paritosh Khatri, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise in the proposed Special Resolution as set out in Item No. 5 of this Notice.



Item No. 6: Approval for borrowing through Private Placement

In terms of section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the Rules), a Company shall not make private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the members of the Company by a special resolution. In case of an offer or invitation for offer of non-convertible debentures (NCDs) and/or commercial papers (CPs) the Company can pass a special resolution once in a year for all the offers or invitations to be made for such NCDs / CPs during the year.

In order to increase the loan book of the Company and for working capital needs, the Company may offer or invite subscription for securities including but not limited to secured/unsecured redeemable, non-convertible debentures, commercial papers in one or more series/tranches on private placement, issuable/ redeemable at discount/ par/premium. The Company seeks to pass an enabling resolution to borrow funds from time to time by offer of securities including but not limited to Non-convertible debentures / commercial papers in one or more series/tranches provided however that the amount of such borrowing not to exceed at any time Rs. 100 Crore (Rupees One Hundred Crore only), at a discount or at par or at a premium and at such interest as may be appropriate considering the prevailing money market conditions at the time of the borrowing. Terms of issue shall be such as may be determined by the Board or its committee as authorized. None of the directors or promoters plan to make any contribution in furtherance of the object of this issue. In case of secured NCDs, those will be secured by way of pari passu charge on assets of the Company or as may agreed with security trustees of the Proposed Issue and other lenders.

The Company's borrowing limit approved by the members vide the resolutions dated September 26, 2019 is Rs. 500 Crore (Rupees Five Hundred Crore Only). The Company has outstanding long term borrowings of Rs. 10 Crore (Rupees Ten Crore Only). None of the Directors or Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in this resolution at item number 6.

Item No. 7: Approval of ESOP Scheme

In today's competitive world, the employees of a company are its backbone and the most important resource and asset. Apollo Finvest fully recognizes the role of employees in the success of the Company and therefore wants its employees to participate and share the fruits of growth and prosperity of the Company. Employee Stock Options are recognized as an effective tool of remunerating the employees across the globe. ESOPs helps the Company align the interest of employees with the long-term objective of the company and acts as a catalyst to overall value creation of stakeholders while providing an opportunity to the employees to participate in the growth of the company and create long-term wealth.



In order to align employee 💰 rewards with the Company's long-term 📈 growth and 💰 shareholder value creation, the Board proposes to introduce a long-term incentive plan, the Apollo Finvest Employee Stock Option Scheme 2022 ('Scheme 2022 / the Scheme'). The Scheme will be used to attract, retain and motivate the best available talent.

Under the Scheme, the Company will grant Employee Stock Options ('ESOPs/Options') to eligible employees. The eligible employees shall be entitled to one equity share of the Company for every one ESOP.

The requisite disclosures w.r.t. the Scheme, as required under Regulation 6 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEBS Regulations'), 📢 SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16th June 2015, and the Companies (Share Capital and Debentures) Rules, 2014, are set out as below:

Particulars	Details
Total number of shares or benefits to be granted	<p>The maximum aggregate number of options that may be granted and thereby the issuance of shares under the scheme shall not exceed 10,00,000 equity shares of the Company ("Plan Pool").</p> <p>SBEBS Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional Equity Shares are issued by the Company to the option grantees for making such fair and reasonable adjustment, the above ceiling shares shall be deemed to be increased to the extent of such additional equity shares issued.</p>
Identification of classes of employees entitled to participate in the Scheme	<p>The following employees shall be eligible for grant of Options:</p> <ul style="list-style-type: none"> a. a permanent employee of the Company who has been working in India or outside India; or b. a director of the Company, whether a whole-time director or not; <p>but does not include:</p> <ul style="list-style-type: none"> a. an employee who is a promoter or a person belonging to the promoter group of the Company; b. independent director of the Company;



Particulars	Details
	<p>c. a director who either himself or through his relative or through anybody corporate directly or indirectly, holds more than ten percent of the outstanding shares of the Company.</p> <p>The Nomination and Remuneration Committee (“NRC”) is authorised to identify the class of eligible employees entitled to participate in the Scheme.</p>
Requirements of vesting, period of vesting and maximum period within which the ESOPs would vest	<p>The vesting criteria could either be time-based and/or performance-based (of the Company and/or the employee) for the options granted to eligible employees and shall be determined by the NRC in accordance with the applicable law and provided in the letter of grant.</p> <p>The NRC in its absolute discretion may accelerate the vesting criteria and/or period as it deems fit.</p> <p>The vesting criteria will be a minimum one year or such time period as may be prescribed under the Applicable Law including but not limited to SBEBS Regulations and the maximum vesting period shall be 10 years.</p> <p>Refer Annexure C for the requirement of vesting under different scenarios.</p>
Exercise price	<p>Exercise price means at least the par value of the share payable by the eligible employee for the exercise of each option granted under the scheme for the allotment of one share.</p>
Exercise period and process for exercise	<p>Exercise Period will be the period as provided in the letter of grant or such other period as may be intimated by the NRC, from time to time, within which the eligible employee may elect to exercise the vested options.</p>



Particulars	Details
	<p>The option holder may exercise the vested options within the exercise period. In the event the option holder fails to exercise his vested options within the exercise period, then such vested options shall lapse and revert to the plan pool. The Company and/ or the NRC will not have any obligation towards such option holder with respect to such lapsed options.</p> <p>Payment of the exercise price shall be made by a crossed cheque, or a demand draft drawn in favour of the Company, or by any other payment methods prevalent in RBI recognized banking channels or in such other manner and subject to such procedures as the NRC may decide.</p>
Appraisal process for determining the eligibility of employees for the Scheme	The appraisal process for determining the eligibility of the employee will be specified by the NRC and will be based on criteria such as seniority, period of service, role of the employee, the present and potential contribution to the growth of the Company.
Maximum number of ESOPs to be issued per employee and in aggregate	The number of options that may be granted to any specific employee under ESOP Scheme 2022 shall not exceed 10,00,000 equity shares of the Company in aggregate and shall not exceed equal to or exceeding 1% of the paid-up share capital during any one year if the prior specific approval from shareholders of the Company through a special resolution to this effect is not obtained.
Maximum quantum of benefits to be provided per employee under the Scheme	The maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the market price of the shares as on the date of sale of shares arising out of exercise of ESOPs.
Whether the Scheme is to be implemented and administered directly by the Company or through a Trust	The scheme will be implemented directly by the Company under the guidance of the Nomination and Remuneration Committee.
Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both	The scheme will involve only a new issue of shares by the Company.



Particulars	Details
The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms, etc.	Not Applicable
Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the Scheme	Not Applicable
Accounting and disclosure policies	The Company shall confirm to the accounting policies specified by Securities and Exchange Board of India as per the SBEBS Regulations, amended from time to time and relevant Accounting Standard as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time.
Method of ESOPs valuation by the Company	The Company follows a fair value method for computing the compensation cost, if any, for the ESOPs granted.
Period of lock-in	There will be no lock-in on the Shares issued upon allotment on exercise of ESOPs by employees.
Terms & conditions for buyback, if any, of specified securities covered under these regulations	The Company may Buy-Back the options granted to eligible employees on such terms and conditions as may be required in compliance with SBEBS Regulations, SEBI (Buyback of Securities) Regulations, 2018 and applicable law.

As per the provisions of Regulation 6(1) of the SBEBS Regulations, every share-based incentive scheme is required to be approved by the members of a company by way of a special resolution. In addition, as per the provisions of Section 62(1)(b) of the Companies Act and the rules made thereunder, consent of the shareholders by way of a special resolution is required for issuance of shares under employee stock option schemes.



Accordingly, the special resolution set out at Item No. 7 of the Notice is proposed for approval by Members

The Scheme will be available electronically for inspection, without any fee, to Members from the date of circulation of the Notice up to the closure of the voting period. Members seeking to inspect the Scheme can send an e-mail to jasdeep@apolloinvest.com. Directors other than independent directors and key managerial personnel of the Company and their relatives, who may be granted ESOPs under the Scheme, may be deemed to be concerned or interested in the special resolutions at Item No. 7 of the Notice. Save as aforesaid, none of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolution.



Annexure- A

Statement pursuant to Section II of Part II Of Schedule V to the Companies Act, 2013, in respect of item no. 3 of the Notice

1. General Information

- a. Nature of industry: Non- Banking Financial Company (NBFC)
- b. Date or expected date of commencement of commercial production: Not applicable
- c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- d. Financial performance based on given indicators:

(INR in Lakhs)

Particulars	Year Ended	Year Ended
	March 31, 2022	March 31, 2021
Income from Operation & other income	7400	1593
Profit/(Loss) before tax	1704	560
Profit/(Loss) after tax	1272	410

- e. Foreign investments or collaborations, if any: NIL

2. Information about the appointee

Mr. Mihkil Innani – Chief Executive Officer and Managing Director

a. Background Details:

Mr. Mihkil Innani holds a Master's degree in Information Systems from Carnegie Mellon University and a Bachelor's degree from Mumbai University. He has 10+ years' experience of building products from scratch to an unprecedented scale of 250+ million monthly active users. Earlier he headed consumer products and growth at Hotstar (India's largest OTT platform) and Coupon Dunia (Acquired by Times Internet). He also co-founded PharmEasy (India's largest online medicine delivery startup valued at >\$1 Billion).

b. Past remuneration:

Financial Year	Amount (in Rs.)
2020-21	12,50,000
2021-22	30,00,000



c. Recognition or awards: NA

d. Job profile and his suitability:

Mr. Mikhil Innani is the CEO & Managing Director of the Company. He is currently building the “AWS for Lending” platform which enables any company to start digital lending in under 48 hours. He looks after the overall management subject to directions, supervision and control of the Board of the Directors of the Company. His sincere efforts and dedication has been a major source for the growth of the Company. The Company has shown tremendous growth under his able leadership.

e. Remuneration proposed:

Details on proposed remuneration have been stated in the Explanatory Statement to Item No. 3 of this Notice.

f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration as proposed is comparable to that drawn by peers in similar capacity in the industry and is commensurate with the size and nature of the business of the Company and the responsibilities shouldered by him.

g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Besides the remuneration paid/payable, Mr. Mikhil Innani does not have any pecuniary relationship with the Company or relationship with any other managerial personnel and Directors except with Ms. Diksha Nangia who is the wife of Mr. Mikhil Innani. Mr. Mikhil Innani forms part of the Promoter Group of the Company and is related to the Promoters of the Company. Mr. Mikhil Innani also holds 7,91,864 Equity Shares, amounting to approximately 21% of the paid-up share capital of the Company.

3. Other Information

a. Reasons of loss or inadequate profits:

The Company is in a growth stage and is working towards scaling its operations and achieving Financial Inclusion.



b. Steps taken or proposed to be taken for improvement:

The Company is looking to scale up its operations and increase the loan book size of the Company which will lead to improved profitability and during the current financial year, the Company has established good track records on performance and profits.

c. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to improve its market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.



Annexure – B

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	Mikhil Innani	Kruti Khemani	Paritosh Khattry
DIN	02710749	07977942	07998062
Date of Birth	03-11-1988	01-05-1982	07-02-1988
Age	33 Years	40 Years	34 Years
Date of first appointment on the Board	24-07-2018	24-07-2018	22-12-2017
Qualification	Post Graduation in Computer Science	Bachelors Of Physiotherapy, Master of Health Science	BSIE, Master in Glass Science
Experience and Expertise	He has an experience of more than 10 years.	She has an experience of more than 15 years.	He has an experience of more than 10 years.
No. of Meetings of the Board attended during the year	11	11	11
List of Directorship of other Boards	AFL Securities Private Limited	Continuum Physiotherapy and Rehab LLP	Ananta Progressive Developers LLP
List of Membership / Chairmanship of Committees of other Boards	-	-	-
Shareholding in Company	7,91,864	-	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Husband: Ms. Diksha Nangia, Whole Time Director & CFO	-	-



Name of Director	Mihhil Innani	Kruti Khemani	Paritosh Khatri
Terms and Conditions of re-appointment	As per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.apolloinvest.com		
Details of remuneration last drawn (FY 2021-22)	Rs. 30,00,000/-	-	-
Justification for choosing the appointees for appointment as Independent Directors	-	During the year she has participated in all the meetings and has contributed to the growth of the Company by sharing her expertise and knowledge.	During the year he has taken active involvement in the affairs of the Company and has always driven the idea of protecting the interest of Investors at large. He has been an integral part in the growth of the Company.



Annexure – C

S. No.	Separations	Vested Options	Unvested Options
1.	Resignation	All Vested Options prior to termination of employment will have to be exercised by the Option Holder within the timeline mentioned in the Letter of Grant.	All Unvested Options shall lapse unless NRC stipulates otherwise in the Letter of Grant.
2.	Termination (with cause)	All Vested Options shall lapse on the termination of employment of the Option holder.	All Unvested Options shall lapse on the termination of employment of the Option holder.
3.	Termination (without cause)	All Vested Options, which were not allotted at the time of such termination, may be exercised by the Option Grantee within the timeline mentioned in the Letter of Grant.	All Unvested Options shall lapse with immediate effect unless otherwise determined by the NRC, at its sole discretion.
4.	Retirement approved by the Company	All Vested Options prior to termination of employment, will have to be exercised by the Option Holder within the timeline as mentioned in the Letter of Grant.	All Unvested Options shall continue to vest as per original vesting criteria/period as stipulated in the Letter of Grant. Upon vesting of unvested options, will have to be exercised by the Option Holder within the timeline as mentioned in the Letter of Grant.
5.	Death/ Permanent Disability	All Vested Options may be exercised by the Option Grantee's nominee or legal heir within a period as may be stipulated in the Letter of Grant.	All the Unvested Options shall vest on the date of termination of such employment. The nominee or legal heir may exercise the Vested Options in the manner and within a period as may be stipulated in the Letter of Grant.

By order of the Board of Directors
For Apollo Finvest (India) Limited

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

Date: August 09, 2022
Website: www.apollofinvest.com

Sd/-
Mikhil Innani
Managing Director & CEO
DIN: 02710749

Sd/-
Diksha Nangia
Whole Time Director & CFO
DIN: 07380935