

**NOTICE OF POSTAL BALLOT**  
**[Pursuant to Section 108, 110 of the Companies Act, 2013 read with Companies**  
**(Management and Administration) Rules, 2014]**

Dear Member(s),

**Notice of Postal Ballot** is hereby given to the Members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, (“**Rules**”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**SEBI LODR, 2015**”) and Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable provisions, Apollo Micro Systems Limited (the “**Company / AMS**”) is seeking the consent of its Members by way of Special / Ordinary Resolutions for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice along with explanatory statement by email to all its Members who have registered their email addresses with the Company or Depository/ Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-voting system.

The Board of Directors of the Company at its Meeting held on Saturday, January 21, 2023, approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolutions and the explanatory statement thereto are annexed herewith for your consideration and you are requested to record your assent or dissent by means of remote e-voting facility provided by the Company.

Members may note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India read with Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (“**CDSL**”).

The e-voting facility will be available from **9:00 a.m. (IST) on Monday, February 27, 2023 to 5:00 p.m. (IST) on Tuesday, March 28, 2023**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, February 10, 2023, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice(s). Once the vote on the resolution is cast by a member, the same will not be allowed to be changed subsequently.

**APOLLO MICRO SYSTEMS LIMITED**

Regd. Off: Plot No. 128/A, Road No. 12, IDA-Mallapur, Uppal Mandal, R.R. Dist – 500076, Telangana, India.  
Tel No: 040 – 27157000 – 099, Fax No: 040 – 27150820  
cs@apollo-micro.com, www.apollo-micro.com  
CIN No: L72200TG1997PLC026556

The Board of Directors has appointed Mr. Datla Venkatesh (Membership No. FCS 12173, Certificate of Practice No.: 14074), Practicing Company Secretary, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Tuesday, March 28, 2023. Remote e-voting will be blocked immediately thereafter by CDSL and no e-voting will be allowed beyond the said date and time.

The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman of the Board or the Company Secretary, duly authorized by the Chairman, in this regard, within two working days of conclusion of remote e-voting process i.e. on or before Thursday, March 30, 2023. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.apollo-micro.com](http://www.apollo-micro.com) and on the e-voting website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com) and shall also be simultaneously communicated to BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)). The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. Tuesday, March 28, 2023.

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions of the Act read with the applicable Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice are annexed hereto.

#### **PROPOSED RESOLUTIONS ARE AS BELOW:**

##### **SPECIAL BUSINESS:**

##### **ITEM 1: SUB-DIVISION OF 1 EQUITY SHARE OF THE FACE VALUE OF RS. 10/- PER SHARE TO 10 EQUITY SHARES OF FACE VALUE OF RE. 1/- PER SHARE**

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

**"RESOLVED THAT** pursuant to the provisions of Section 61(1) read with Section 64 and any other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, subject to the provisions of the Memorandum and Articles of Association of the Company, subject to such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members of the Company be and is hereby accorded, for sub-dividing the Equity Shares of the Company, such that 1 (one) Equity Share having nominal value of Rs. 10/- (Rupees Ten Only) be sub-divided into 10 (ten) Equity Shares of nominal value of Re. 1/- (Rupee One only) each fully paid-up.

**RESOLVED FURTHER THAT** pursuant to the Sub-division of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof) subject to obtaining approval of the members, shall stand sub-divided into 10 (ten) Equity Shares of nominal value of Re. 1/- (Rupee One only) each fully paid up, the details of pre and post sub-division of equity share capital is as given below:

Type of Capital	Pre Sub Division Share Capital Structure			Post Sub Division Share Capital Structure		
	No of Shares	Face Value (Rs.)	Total share capital (Rs.)	No of Shares	Face Value (Rs.)	Total share capital (Rs.)
<b>Authorised</b>						
Equity Shares	3,60,00,000	10	36,00,00,000	36,00,00,000	1	36,00,00,000
<b>Issued, Subscribed and Paid-up Capital</b>						
Equity Shares	2,07,63,886	10	20,76,38,860	20,76,38,860	1	20,76,38,860

**RESOLVED FURTHER THAT** on sub-division, 10 (ten) Equity Shares of face value of Re. 1/- each be allotted in lieu of the existing 1 (One) Equity Share of face value of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Share of Rs. 10 /- each of the Company and shall be entitled to participate in the dividend to be declared by the Company, in future, after the sub-divided equity share are allotted.

**RESOLVED FURTHER THAT** upon sub-division of equity shares, as aforesaid, Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company of face value of Re. 1/- each as may be required to be issued and allotted upon exercise of the option in the existing Warrants held by the Warrant holder(s)

**RESOLVED FURTHER THAT** upon sub-division of equity shares, as aforesaid, the existing shares certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date to be fixed by the Company and the Company may without requiring surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of Companies (Share Capital and Debentures) Rules 2014 and in the case of members who hold the equity shares/opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of nominal value of Re. 1/- each shall be credited to the respective beneficiary accounts of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to

settle any question or doubts that may arise in this regard at any stage at the time of sub division of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company to that end and intend that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all Members and other interested persons and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board or any Committee thereof in this regard.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) sign and issue new Share Certificates of Equity Shares of the face value of Re. 1/- (Rupee One only) each in lieu of the old/existing Share Certificates; (d) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (e) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution."

## **ITEM 2: AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time and such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members be and is hereby accorded that Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new Clause V:

*"V. The Authorised Share Capital of the Company is Rs. 36,00,00,000/- (Rupees Thirty Six Crores only) divided into 36,00,00,000 (Thirty Six Crores) Equity Shares of Re. 1/- (Rupee One only) each, with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the Company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf."*

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, intimations to stock exchanges), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolution(s)."

**ITEM 3: REGULARIZATION OF DR. CHANDRASHEKAR MATHAM (DIN: 09844975)  
AS THE DIRECTOR OF THE COMPANY, IN THE CAPACITY OF  
INDEPENDENT DIRECTOR:**

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

**"RESOLVED THAT**, pursuant to Sections 149, 150, 152 and 161 other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Act, Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approvals and recommendations of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to regularize the appointment of Dr. Chandrashekar Matham (DIN: 09844975) as Non Executive Independent Director, of the Company, not liable to retire by rotation, whose term will be upto 5 years i.e., from January 21, 2023 till January 20, 2028.

**RESOLVED FURTHER THAT** any of the directors of the Company or Company secretary of the company be and is hereby severally authorised to do all such acts and deeds and to file necessary forms with the Registrar of Companies in order to give effect to this resolution."

**ITEM 4: REGULARIZATION OF MR. ADITYA KUMAR HALWASIYA (DIN: 08200117)  
AS THE DIRECTOR OF THE COMPANY, IN THE CAPACITY OF NON  
EXECUTIVE NON INDEPENDENT DIRECTOR:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 161, 196, 197 and 198 other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force), and Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded to regularize the appointment of Mr. Aditya Kumar Halwasiya (DIN: 08200117) as Non Executive Non Independent Director, of the Company, liable to retire by rotation, on the terms and conditions set out in the Statement annexed to this Notice.

**RESOLVED FURTHER THAT** any of the directors of the Company or Company secretary of the company be and is hereby severally authorised to do all such acts and deeds and to file necessary forms with the Registrar of Companies in order to give effect to this resolution."

**ITEM 5: TO RE-APPOINT MRS. KARUNASREE SAMUDRALA (DIN: 06960974) AS THE INDEPENDENT DIRECTOR THE COMPANY FOR THE SECOND TERM OF 5 YEARS FROM OF 29TH MAY 2023 TO 28TH MAY 2028.**

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

**"RESOLVED THAT** pursuant to Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Act, Regulation 16, 17, 25 (2A) & other applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approvals and recommendations of the Nomination and Remuneration Committee and the consent of the Board of Directors, consent of Members of the Company be and is hereby accorded to the re-appointment of Mrs. Karunasree Samudrala (DIN: 06960974), who has submitted a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations, as an Independent Director, not liable to retire by rotation, for a period of five (5) from 29<sup>th</sup> May 2023 till 28<sup>th</sup> May, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** any of the directors of the Company or Company secretary of the company be and is hereby severally authorised to do all such acts and deeds and to file necessary forms with the Registrar of Companies in order to give effect to this resolution."

Place: Hyderabad  
Date: 21.01.2023

By the Order of the Board  
For Apollo Micro Systems Limited  
Sd/-  
(Vitta Chaitanya Siva Shankar)  
Company Secretary

**Notes:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (the Act) read with Regulation 36 of the SEBI Listing Regulations, and SS-2, setting out material facts and reasons for the Special Business is annexed hereto and forms part of this Postal Ballot Notice.
2. The Postal Ballot is to be conducted as per provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time. The circular dated 11/2022 dated 28<sup>th</sup> December, 2022 conveyed the decision of MCA to allow companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars up-to September 30, 2023.

3. The Ministry of Corporate Affairs ("MCA") vide MCA Circulars, has permitted companies to conduct the postal ballot by sending the notice in electronic form only. Accordingly, physical copy of the postal ballot notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
4. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members of the Company as on Friday, February 10, 2023 ("Cut-off date") ("Eligible Members") and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent - Bigshare Services Private Limited (RTA). A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
5. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., Friday, February 10, 2023.
6. Members who have not registered their e-mail addresses are requested to register the same with the Company's RTA / Depository Participant(s) for sending future communication(s) in electronic form.
7. Eligible Members can cast their vote electronically through remote e-Voting and related instructions for the remote voting electronically by accessing to the CDSL e-Voting system is mentioned below:

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING:

- (i) The voting period begins on **9:00 a.m. (IST) on Monday, February 27, 2023** and **ends on 5:00 p.m. (IST) on Tuesday, March 28, 2023**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 10, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

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.

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.

- (iii) 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 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"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no.

	1800225533
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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](http://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](mailto: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@apollo-micro.com](mailto:cs@apollo-micro.com) and [csvenkateshreddy25@gmail.com](mailto:csvenkateshreddy25@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**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), AADHAR (self attested scanned copy of Aadhar 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 e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll 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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

Place: Hyderabad  
Date: 21.01.2023

By the Order of the Board  
For Apollo Micro Systems Limited  
Sd/-  
(Vitta Chaitanya Siva Shankar)  
Company Secretary

**Explanatory Statement**  
**[Pursuant to Sec. 102 of the Companies Act, 2013]**

**ITEM 1: SUB-DIVISION OF 1 EQUITY SHARE OF THE FACE VALUE OF RS. 10/- PER SHARE TO 10 EQUITY SHARES OF FACE VALUE OF RE. 1/- PER SHARE**

And

**ITEM 2: AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Presently the Authorised Share Capital of the Company is Rs. 36,00,00,000/- (Rupees Thirty Six Crores only) divided into 3,60,00,000 (Three Crores Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each which is now proposed to be amended as given below:

*"V. The Authorised Share Capital of the Company is Rs. 36,00,00,000/- (Rupees Thirty Six Crores only) divided into 36,00,00,000 (Thirty Six Crores) Equity Shares of Re. 1/- (Rupee One only) each, with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the Company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf."*

Equity shares of the Company are listed and are being traded on BSE Limited and National Stock Exchange of India Limited. In order to improve the liquidity of the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide existing 1 equity share of face value of Rs. 10/- into 10 equity shares of the face value of Re. 1/- each pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board, after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on January 21, 2023 approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares. The sub-division of equity shares proposed under business item No. 1 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company as set out under item no. 2 of this Notice. Pursuant to Sections 13, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Ordinary Resolution is required for sub-division and carrying out any amendment to the Memorandum of Association of the Company.

The Board hereby recommends passing of the said resolutions set out at item no. 1 and 2 by the members as an Ordinary Resolution.

None of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

**ITEM 3: REGULARIZATION OF DR. CHANDRASHEKAR MATHAM (DIN: 09844975)  
AS THE DIRECTOR OF THE COMPANY, IN THE CAPACITY OF  
INDEPENDENT DIRECTOR:**

The Board of Directors of the company had appointed Dr. Chandrashekar Matham (DIN: 09844975) as an Additional (Non-Executive Independent) Director of the Company with effect from January 21, 2023, pursuant to the provisions of the Section 149, 150, 152 & 161 of the Companies Act, 2013 read with the rules framed there under for a period of 5 years.

As per Clause 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the knowledge and experience of Dr. Chandrashekar Matham, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Dr. Chandrashekar Matham as a Non-Executive Independent Director of the Company and is now being placed before the Members through this Postal Ballot for their approval. The Company has received from Dr. Chandrashekar Matham (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations.

Regulation 25 (2A) of the SEBI LODR, 2015 provides that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution

The Board hereby recommends passing of the said resolution set out at item no. 3 by the members as a special Resolution.

Details of Director proposed to be appointed/regularised Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard ('SS-2') issued by the ICSI are given as Annexure 1.

Except Dr. Chandrashekar Matham, none of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

**ITEM 4: REGULARIZATION OF MR. ADITYA KUMAR HALWASIYA (DIN: 08200117) AS THE DIRECTOR OF THE COMPANY, IN THE CAPACITY OF NON EXECUTIVE NON INDEPENDENT DIRECTOR:**

The Board of Directors of the company had appointed Mr. Aditya Kumar Halwasiya (DIN: 08200117) as an Additional (Non-Executive) Director of the Company with effect from January 21, 2023, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of the 26<sup>th</sup> Annual General Meeting.

As per Clause 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the knowledge and experience of Mr. Aditya Kumar Halwasiya, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Aditya Kumar Halwasiya as a Non-Executive Director of the Company and is now being placed before the Members through this Postal Ballot for their approval. The Company has received from Mr. Aditya Kumar Halwasiya (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board hereby recommends passing of the said resolution set out at item no. 4 by the members as an Ordinary Resolution.

Details of Director proposed to be appointed/regularised Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard ('SS-2') issued by the ICSI are given as Annexure 1.

Except Mr. Aditya Kumar Halwasiya, none of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

**ITEM 5: TO RE-APPOINT MRS. KARUNASREE SAMUDRALA AS THE INDEPENDENT DIRECTOR THE COMPANY FOR THE SECOND TERM OF 5 YEARS FROM OF 29TH MAY 2023 TO 28TH MAY 2028.**

Mrs. Karunasree Samudrala (DIN 06960974) was appointed as the Independent Director Apollo Micro Systems Limited ('Company') as per the provisions of Section 149, 150, 152 on May 29, 2018, for a period of five (5) years effective May 29, 2018 till May 28, 2023. Further Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors at their meeting held on January 21, 2023 reappointed her for a further period of 5 years i.e., from May 29, 2023 till May 28, 2028, not liable to retire by rotation, subject to approval of the members.

As per Clause 17(1C) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall ensure that approval of shareholders for re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Considering the knowledge and experience of Mrs. Karunasree Samudrala, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the re-appointment of Mrs. Karunasree Samudrala as a Non-Executive Independent Director of the Company and is now being placed before the Members through this Postal Ballot for their approval.

The Company has also received a declaration of independence from Mrs. Karunasree Samudrala. She fulfils the conditions as set out in Section 149(6) read With Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is eligible for appointment as non-executive Independent Director. She is also eligible for appointment as director in terms of provisions of Section 164 of the Companies Act, 2013 and has given her consent to act as director of the Company

Regulation 25 (2A) of the SEBI LODR, 2015 provides that the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution

The Board hereby recommends passing of the said resolution set out at item no. 5 by the members as a Special Resolution.

Details of Director proposed to be re-appointed Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard ('SS-2') issued by the ICSI are given as Annexure 1.

Except Mrs. Karunasree Samudrala, none of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

Place: Hyderabad  
Date: 21.01.2023

By the Order of the Board  
For Apollo Micro Systems Limited  
Sd/-  
(Vitta Chaitanya Siva Shankar)  
Company Secretary

### Annexure 1

#### PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard ('SS-2') issued by the ICSI]

Details	Dr. Chandrashekar Matham (DIN: 09844975)	Mr. Aditya Kumar Halwasiya (DIN: 08200117)	Mrs. Karunasree Samudrala (DIN: 06960974)
DIN	09844975	08200117	06960974
Designation / Category of Directorship	Non Executive Independent Director	Non Executive Director	Non Executive Independent Director
Age	64 years	29 years	51 years
Date of first appointment on the Board	January 21, 2023	January 21, 2023	May 29, 2018
Qualification	1. Ph.D. in "VLSI and Embedded Systems" from SK University, Anathpur, in 2009. 2. M. Tech. EIE, Indian Institute of Science, (I.I.Sc.,) Bangalore in 1994. 3. M. Sc. (Tech.) 3yr Integrated Applied Electronics from Osmania University Campus, in 1986	1) Masters in Global Finance from Fordham University, New York, USA 2) Bachelors in Commerce from St. Xavier's College, Kolkata	A Fellow Member of the Institute of Chartered Accountants of India and a Commerce Graduate from Kakatiya University, Telangana
Expertise in specific functional areas	Dr. M. Chandrasekhar has 21 years of Defence Industrial R&D experience and 11 years of Engineering Teaching Experience for UG & PG at Central and State Universities. He worked as a Senior Manager (R&D) in Missile Technology at Bharat Dynamics, Hyderabad, Ministry of Defense, Government of India. He is well-known for his significant contributions towards the indigenous design, development of Embedded Test Systems Deployment. He worked	Mr. Aditya Kumar Halwasiya is a Dynamic 3rd Generation Entrepreneur, Investor and Scion of the Pan - India Universal - Halwasiya Group founded by the Late Shri Madan Mohan Halwasiya in the early 1960s. The Universal-Halwasiya Group has a Turnover in excess of INR 2,000 crores annually. He is a shareholder & director in the	Mrs. Karunasree Samudrala having 22 years of wide experience in Accounting, Audit, and Taxation. She has a Post Qualification experience in handling Audits Engagements, Extensive experience in handling Corporate Audits - Statutory, Internal and Tax Audits, FMCG, stock market, Bank Audits etc., working and

	as Lecturer in Electronics for Seven years, 1987 to 1993 at SSGM College of Engineering, Shegaon, Maharashtra. After his M.Tech., he worked as a scientist in 1995, under Department of Atomic Energy (DAE) at Plasma Research Institute (IPR) at Ahmadabad. In the year 1996 joined as a faculty for newly started M. Sc., an Electronics program at the University of Hyderabad. He played a key role in establishing a newly started Master Degree Program in Electronics. He developed advanced Microprocessors Lab and Applied Lasers experimental Lab for PG Program.	automobile, industrial oils and specialty chemicals Manufacturing company Universal Petro-Chemicals Ltd and actively looks after business marketing since 2019. He has an advisory role since 2019 in the family concern Columbia Petrochem Ltd also in the automobile, industrial oils and specialty chemicals business. He actively manages and oversees a sizeable portfolio of Capital Market Investments and Real Estate Investments & Projects in India.	Liaisoning with Statutory Auditors, Income Tax Authorities and handling Investor Relationship Management. She also holds various certifications like International Financial Reporting Standards (IFRS), Certified Internal Auditor (CIA), and Concurrent Audit of Bank from Institute of Chartered Accountants of India (ICAI).
Remuneration proposed to be paid	Nil	Nil	Sitting Fees as approved by the Board from time to time
Last drawn Remuneration	Nil	Nil	Sitting Fees as approved by the Board from time to time
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	None
Number of Board Meetings attended during the FY 2022-23 (upto January 21, 2023)	-	-	6
Directorships held in other Companies	Nil	1. OLKA Technologies (Opc) Private Limited 2. Universal Petro-	1. Roopa Industries Limited (Independent Director and

		Chemicals Ltd	chairman of Audit Committee) 2. Samudrala K & Co LLP
Member/ Chairperson of committees of the Company	Nil	Nil	1. Audit Committee - Chairman 2. Nomination and Remuneration Committee - Chairman 3. Risk Management Committee - Member
Names of listed entities from which resigned in the past three years	None	None	None
No. of shares held: (a) Own (b) For other persons on a beneficial basis	a) Nil b) Nil	a) Nil b) Nil	a) Nil b) Nil
Terms and Conditions of appointment/reap pointment	As per the details provided under the resolution and explanatory statement	As per the details provided under the resolution and explanatory statement	As per the details provided under the resolution and explanatory statement
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He joined the BDL R&D unit in Hyderabad. Being a new R&D, he established a strong foundation for advanced Embedded Systems research groups to equip Armed forces with new portable, power-efficient technologies of interdisciplinary Systems. He significantly contributed towards the formulation of several sub-systems by innovative and reverse engineering approaches to Short range Anti- Tank-Guided-Missile	He did Masters in Global Finance from Fordham University, New York, USA.	She is a Fellow Member of the Institute of Chartered Accountants of India having 22 years of wide experience in Accounting, Audit, and Taxation

	<p>Launcher (ATGMs) Test Equipments and Simulator. Developed Hardware-in-Loop-Simulators (HILS) for Surface-to-AIR-Missile (SAM). His contribution to the development of cost-effective Real Time Hardware In Loop Simulators (HILS) for Training and education saved a lot of foreign exchange. As a Sr. Manager, from 2012, he headed long-range missile programs, Agni-3 and Agni-5 as a quality control head at the centre for Advanced systems (A DRDO Establishment). He led the most critical testing groups of the Agni missiles.</p>	
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*Note: The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, position as advisory board member(s) and position in Companies under Section 8 of the Companies Act, 2013, if any.*