



# APOLLO MICRO SYSTEMS LIMITED

CIN: L72200TG1997PLC026556

Regd. Off: Plot No 128/A, Road No. 12, BEL Road IDA Mallapur, Uppal Mandal, Hyderabad - 500076

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## NOTICE

**NOTICE** is hereby given that an Extra-ordinary General Meeting of the Members of Apollo Micro Systems Limited will be held on Tuesday, the 04<sup>th</sup> February, 2025 AT 11:30 A.M. (IST) through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following business:

### **SPECIAL BUSINESS:**

#### **Item 1: Increase of Authorised Share Capital of the Company**

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 Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from the existing ₹ 36,00,00,000/- (Rupees Thirty Six Crores Only) divided into 36,00,00,000 (Thirty Six Crores Only) Equity Shares of ₹ 1 /- (Rupees One Only) each to ₹ 45,00,00,000/- (Rupees Forty Five Crores Only) divided into 45,00,00,000 (Forty Five Crores Only) Equity Shares of ₹ 1/- (Rupee One Only) each by the addition there to a sum of ₹ 9,00,00,000/- (Rupees Nine Crores Only) divided into 9,00,00,000 (Nine Crores) Equity Shares of ₹ 1/- (Rupee One Only) each ranking pari-passu in all respects with the existing shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 61, Section 64, Section 13 and Rules made there under and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to modify the Clause V of Memorandum of Association with the following Clause V

**“V. The Authorized Shares Capital of the Company is ₹ 45,00,00,000/- (Rupees Forty Five Crores Only) divided into 45,00,00,000/- (Forty Five Crores Only) Equity Shares of ₹ 1/- (Rupee One only) each with a right to issue shares for consideration other than cash and to increase and reduce the capital and to divide or consolidate or cancel the shares in the capital for the time being into several classes and attach thereto respectively such rights and conditions in any manner the Board of Directors may deem fit from time to time”**

**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 resolution.”

#### **Item 2: Issue of Equity Shares on preferential basis to certain identified Non-Promoter Persons/Entities**

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

**“RESOLVED THAT** pursuant to the provisions of section 23(1)(b), 42, 62 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with rules made there to (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Securities and Exchange Board

of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing Regulations**”), the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) and rules and regulations framed there under as amended, the listing agreements, entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the Equity Shares of the Company having face value of ₹ 1/- (One) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”), and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**The Board**”) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board, to create, issue, offer and allot 3,29,18,806 (Three Crores Twenty Nine Lakhs Eighteen Thousand Eight Hundred and Six only) Equity Shares of face value being ₹ 1/- (One) each at a price of ₹ 114/- (Rupees One Hundred and Fourteen only) (“**Preferential Allotment Price**”) each including premium of ₹ 113/- (Rupees One Hundred and Thirteen only) per share aggregating to ₹ 375,27,43,884 (Rupees Three Hundred and Seventy-Five Crores Twenty Seven Lakhs Forty Three Thousand Eight Hundred and Eighty Four only) or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations on a preferential basis (“**Preferential Allotment**”) for cash consideration to the following select group of persons (the “**Investors**”) who do not belong to Promoter & Promoter Group of the Company in the proportion mentioned below on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

<b>S. No.</b>	<b>Proposed Allottees - Non-Promoter Group</b>	<b>No. of Equity Shares to be allotted</b>
1.	Anshu Bhargava	5,25,000
2.	Wealthbridge Capital Advisors Private Limited	3,50,000
3.	Karthik Sundar	4,38,596
4.	Aditya Halwasiya	15,00,000
5.	Manish Kumar Jain	1,75,000
6.	Al Maha Investment Fund – Onyx Strategy	25,00,000
7.	Minerva Ventures Fund	25,00,000
8.	LIC Mutual Fund*	26,31,578
9.	PGIM India Equity Growth Opportunities Fund Series II	4,38,596
10.	Raghav Investment Private Limited	4,38,596
11.	Sanjay Raheja	2,52,000
12.	Harish Raheja	2,52,000
13.	Aarson Investments	3,00,000
14.	Mangalam Automotive Private Limited	2,00,000
15.	Sunil Investinfra Private Limited	2,00,000
16.	Anjali Agarwal	4,40,000
17.	Shubham Capital	4,50,000
18.	Amit R Agarwal	2,70,000
19.	Sandeep Singh	1,00,000

20.	Smart Horizon Opportunity fund	1,00,000
21.	Rajesh Kumar Singla	1,00,000
22.	Pankaj Vasudeo Chhapparwal	1,00,000
23.	Vijaya Sharma	1,00,000
24.	Grobiz SME Opportunity Fund	1,00,000
25.	Devanshi Mihir Shah	1,00,000
26.	Kovil Minda	1,05,000
27.	Akilandeswari S Selvamurthy	1,05,000
28.	Shreestockvision Securities Ltd	4,40,000
29.	Hemant Hansraj Kenia	1,00,000
30.	Zeta Global Funds (OEIC) PCC Limited - Zeta Series B Fund PC	1,80,000
31.	Saurabh Garg	1,00,000
32.	NVS Corporate Consultancy Services Private Limited	2,00,000
33.	A V Krishnan	1,00,000
34.	Navin Mahabirprasad Dalmia	1,00,000
35.	Kriti Bhatia	1,00,000
36.	Ebullient Securities Private Limited	1,00,000
37.	Saurav Raidhani	1,00,000
38.	Dugar Chainroop	1,00,000
39.	Vikash Gupta	1,00,000
40.	Vikram Narang	1,00,000
41.	Ripunjay Aggarwal	1,00,000
42.	Zeal Global Opportunities Fund	30,16,000
43.	Nova Global Opportunities Fund PCC - Cell Touchstone	26,00,000
44.	MGO High Conviction Fund incorporated VCC Sub Fund	30,70,000
45.	Haria Enterprise	1,00,000
46.	Hemant Hansraj Maru	1,00,000
47.	S R Investment	2,00,000
48.	Kred Hospitality LLP	1,00,000
49.	Ashok Kumar Agrawal	1,00,000
50.	Devansh Trade Mart LLP	17,50,000
51.	Sandeep Kapadia	7,00,000
52.	Amit Dhanyakumar Chordia	4,30,000
53.	Kawaljeet Kohli	2,00,000
54.	Surjeet Kaur	2,00,000
55.	Ketan V Thakkar	2,00,000
56.	Vasudeva Rao Dhanekula	1,00,000
57.	Maddala Sreenivasa Reddy	1,00,000
58.	Bishan Marketing and Consultancy LLP	1,00,000
59.	Kikki Devi	86,000
60.	Nitin Shantilal Gada	1,00,000
61.	Vijay Kumar Pahwa	2,50,000
62.	Mohit Kumar Mathur	2,50,000
63.	Priti C Kothari	1,50,000
64.	Chetan Navinchandra Patel	1,00,000

65.	Yash Rajesh Vora	1,25,000
66.	Vipul Rameshchandra Shah	1,25,000
67.	Kokil Gupta	2,00,000
68.	Hathor Corporate Advisors LLP	1,00,000
69.	Shantanu Chaturvedi	2,00,000
70.	Apoorva Jain	87,720
71.	Kabel Buildcon Realty LLP	2,00,000
72.	AIC Securities Private Limited	1,00,000
73.	Aashish Solanki HUF	87,720
74.	Sharmila Gurnag Vasani	1,00,000
75.	Esses Family Private Trust	2,00,000
76.	Priyanka Kabra Family Private Trust	2,00,000
77.	HNR Finance Private Limited	5,00,000
<b>TOTAL</b>		<b>3,29,18,806</b>

\* This investment will be made through two schemes of LIC Mutual Fund, namely LIC MF Flexi Cap Fund and LIC MF Small Cap Fund, in proportion of 17,54,386 and 8,77,192 Equity Shares, respectively.

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V and Regulation 161 & 164 of the SEBI ICDR Regulations, the “**Relevant Date**” for determining the floor price for the Preferential Allotment of the Equity Shares is 03<sup>rd</sup> January, 2025. (04<sup>th</sup> & 05<sup>th</sup> January, 2025 being weekend, 03<sup>rd</sup> January, 2025 has been considered as Relevant Date)

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to Investors under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The Equity Shares shall be issued and allotted by the Company in the dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, subject to receipt of share application money (in full) and approval or permission from Stock Exchanges and regulatory authorities, if any and the provisions of the Memorandum and Articles of Association of the Company. In case of any delay in receipt of approvals from any regulatory authorities the period of 15 days will be reckoned from the date of receipt of approval.
- ii. The Equity Shares to be offered, issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any;
- iii. The Equity Shares to be allotted shall be subject to lock-in restrictions as specified in the provisions of Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations.
- iv. 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the Company shall allot the shares to the Investors up to the extent of their eligible applications received.
- v. The Equity Shares so offered, issued and allotted will be listed and traded on BSE Limited and the National Stock Exchange of India Limited where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall not be utilized for the purpose other than for adjustment against allotment of securities or for the repayment of monies where the Company is unable to allot securities.

**RESOLVED FURTHER THAT** subject to SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Equity Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE and BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Telangana, Hyderabad (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the Equity Shareholders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

### **Item 3: Issue of Convertible Equity Warrants on preferential basis to Promoter Group and to certain identified Non-Promoter Persons/Entities**

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

**RESOLVED THAT** pursuant to the provisions of section 23(1)(b), 42, 62 and other applicable provisions of the Companies Act, 2013 (the “**Act**”) read with rules made there to (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI Listing**”

**Regulations**”), the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) and rules and regulations framed there under as amended, the listing agreements, entered into by the Company with the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) on which the Equity Shares of the Company having face value of ₹ 1/- (One) each (“**Equity Shares**”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“**MCA**”), Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”), and/or any other competent authorities, (hereinafter referred to as “**Applicable Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”), and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**The Board**”) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent and approval of the members of the Company (“**Members**”) be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time in one or more tranches 3,86,67,059 (Three Crores Eighty-Six Lakhs Sixty Seven Thousand and Fifty Nine only) Convertible Equity Warrants (“**Warrants**”) on preferential basis (“**Preferential Offer**”) to promoters group and certain other non-promoter entities/persons as mentioned below (“**Warrant Holders**”/**Proposed Allottees**”) at a price of ₹ 114/- (Indian Rupees One Hundred and Fourteen Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 440,80,44,726 (Rupees Four Hundred Forty Crores Eighty Lakhs Forty Four Thousand Seven Hundred and Twenty Six only) or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

<b>S. No.</b>	<b>Proposed Allottees –</b>	<b>Maximum number of Warrants to be allotted</b>
<b>A</b>	<b>Promoter Group</b>	
1.	Baddam Kanishka Reddy	84,00,600
2.	Baddam Chanakya Reddy	84,00,600
<b>B</b>	<b>Non-Promoter Group</b>	
3.	Anudeep Adiraju	7,50,000
4.	Bhagalaxmi Chiluveru	4,00,000
5.	Sudarshan Chiluveru	4,00,000
6.	Rajshri Karwa	10,00,000
7.	Reena Karwa	15,00,000
8.	Varada Madhusudhan Rao	10,000
9.	Enugu Ramya	5,000
10.	Karthik Sundar	8,77,193
11.	Poonam Tapadia	6,00,000
12.	Aditya Halwasiya	15,00,000
13.	Srinivas Reddy Akuri	5,00,000
14.	Subbarami Reddy Oruganti	1,00,000
15.	Srinivas Reddy Gangula	1,00,000
16.	Ebisu Global Opportunities Fund Limited	1,00,00,000
17.	Aerpula Srishailam	5,000
18.	Sai Puri Kushi Ram Yadav	5,000
19.	Addepalli Krishna Sai Kumar	5,00,069
20.	Trikaya Wealth Advisors Pvt Ltd	5,40,000
21.	SB Opportunities Fund 1	6,30,000
22.	Sandeep Kapadia	2,00,000
23.	Ketan V Thakkar	2,00,000
24.	Lata Dhiraj Shah	2,50,000

25.	Piyush Bhupendra Gala	1,00,000
26.	Rajesh Vanigota	1,00,000
27.	Jayantilal Gada HUF	1,00,000
28.	V Swarna Latha	5,001
29.	Bhoovan Singh	5,00,001
30.	Superstar Investments Private Limited	4,88,595
31.	Ashish Jain	5,00,000
<b>TOTAL</b>		<b>3,86,67,059</b>

**RESOLVED FURTHER THAT** the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at that time.

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V and Regulation 161 & 164 of SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the price for the Issue of Warrants is 03<sup>rd</sup> January, 2025. (04<sup>th</sup> & 05<sup>th</sup> January, 2025 being weekend, 03<sup>rd</sup> January, 2025 has been considered as Relevant Date)

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 06 months from the date of allotment of the Warrants.

II) A Warrant subscription price equivalent to 25% (i.e. the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.

III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

V) In the event the Warrant holder(s) does not exercise the Warrants within 06 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the Warrant Holders, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations.

VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

VIII) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE and BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Telangana, Hyderabad (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

**By Order of the Board  
For Apollo Micro Systems Limited**

**Sd/-  
Rukhya Parveen  
Company Secretary & Compliance Officer**

**Place: Hyderabad  
Date: 09<sup>th</sup> January, 2025**



## Notes:

1. Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 03/2022 dated 5 May 2022, General Circular No. 10/2022, General Circular No. 11/2022 dated 28 December 2022, General Circular No 09/2023 dated 25 September 2023 and General Circular No. 09/2024 dated 19<sup>th</sup> September 2024 (collectively referred to as 'MCA Circulars'), and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/DDHS/DDHSRACPOD1/P/CIR/2023/001 dated 5 January 2023 and all other relevant circulars issued by the Ministry of Corporate Affairs the Company is convening an Extraordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated at Plot No 128/A, Road No. 12, BEL Road, IDA Mallapur, Uppal Mandal, Hyderabad - 500076.
2. The Statement, pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 1 to 3 forms part of this Notice.
3. **Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM 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 will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Dispatch of Notice through Electronic Mode:

In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the Notice will also be available on the Company's website <https://apollo-micro.com/>, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and on the website of Company's Registrar and Transfer Agent, Bigshare Services Private Limited ("Bigshare") at [www.bigshareonline.com](http://www.bigshareonline.com)

6. To support 'Green Initiative' for receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [bsshyd@bigshareonline.com](mailto:bsshyd@bigshareonline.com)
  - b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode. Members seeking to inspect such documents can send an e-mail to [cs@apollo-micro.com](mailto:cs@apollo-micro.com)

8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [mnmandassociates@gmail.com](mailto:mnmandassociates@gmail.com) with a copy marked to [cs@apollo-micro.com](mailto:cs@apollo-micro.com)

However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

9. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Interim Dividend declared for the financial year 2018-19 would be the first to become due for transfer to IEPF in December, 2026. The Final Dividend declared for the financial year 2019-20 would be the first to become due for transfer to IEPF in September, 2027. Members, who have not claimed the Unpaid Dividend so far, are requested to make their claim to the Company's Registrar & Transfer Agents (R & T Agents).

Pursuant to the provisions of the Companies Act, 2013, rules made there under and IEPF rules the details of the unpaid/unclaimed dividend of the shareholders w.r.t to the interim dividend declared for the FY 2018-19, Final Dividend declared for the financial year 2019-20, Final Dividend declared for the financial year 2020-21 and Final Dividend declared for the financial years 2021-22, 2022-23 and 2023-24 is available on the website of the Company under the section "Investors".

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5.

Members are requested to refer to the Corporate Governance Report for information in connection with the unpaid / unclaimed dividend along with underlying shares thereto liable to be transferred to Investor Education and Protection Fund (IEPF) administered by the Central Government. Members are requested to refer the website of the Company for the details made available by the Company pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017.

10. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://apollo-micro.com/investors/> . Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
12. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

13. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.
14. Further it is to intimate you that, in case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety; Hence, you are requested to provide the details as above mentioned for updating in our records which facilitate issuance of dividend amounts if any through electronic mode only. Also note that if the details are not provided, you will not be issued with any dividend amount in physical form like warrant/demand draft etc., You will receive dividend amounts only after updation of all the details.
15. As directed by SEBI, Members are requested to-
- i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
  - ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
  - iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
  - iv) **Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz., Bigshare Services Private Limited, Hyderabad (Phone 91 40 401 44582) may be contacted for assistance, if any, in this regard. Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form effective 1st April, 2019. Members are advised to Dematerialize the shares held by them in physical form.**
16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
17. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://apollo-micro.com/> under the section "Investors" and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- 18. CDSL e-Voting System – For e-voting and Joining Virtual meetings.**
- a. The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, and Circular No. 09/2024 dated September 19, 2024. The forthcoming EGM will thus be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
  - b. 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars

dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

- c. The Members can join the EGM 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 EGM through VC/OAVM will be made available to atleast 1000 members on 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 EGM without restriction on account of first come first served basis.
- d. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to above referred MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and subsequent circulars, including Circular No. 09/2024 dated September 19, 2024 the Notice calling the EGM has been uploaded on the website of the Company at <https://apollo-micro.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- g. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars as stated above.

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The **e-voting period** begins on **Friday, 31<sup>st</sup> January, 2025 (09:00 A.M. IST)** and ends on **Monday, 03<sup>rd</sup> February, 2025 (05:00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) of **28<sup>th</sup> January, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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 <b>CDSL Depository</b>	<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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 CDSL 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 or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 Provider</li> </ol>
Individual Shareholders holding securities in	<ol style="list-style-type: none"> <li>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.</li> </ol>

<p>demat mode with <b>NSDL Depository</b></p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReq.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.nsd.com/">https://www.evoting.nsd.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 or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<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 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 or joining virtual meeting &amp; 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 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 <b>CDSL</b>	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. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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.

(v) Login method for e-Voting and joining virtual meetings 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 10 digit 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>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> (in our case, select “Apollo Micro Systems Limited”) on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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; [mnmandassociates@gmail.com](mailto:mnmandassociates@gmail.com) and [cs@apollo-micro.com](mailto:cs@apollo-micro.com) (designated email address by company), 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) 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 EGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



- (vi) 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.
- (vii) 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 on or before 31<sup>st</sup> January, 2025, 11:59 P.M. mentioning their name, demat account number/folio number, email id, mobile number at company email id [cs@apollo-micro.com](mailto:cs@apollo-micro.com) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before 31<sup>st</sup> January, 2025, 11:59 P.M. mentioning their name, demat account number/folio number, email id, mobile number at the company email id [cs@apollo-micro.com](mailto:cs@apollo-micro.com). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the 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.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EGM 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), 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 attending EGM & 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 21 09911

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 toll free no. 1800 21 09911.

**By Order of the Board  
For Apollo Micro Systems Limited**

**Place: Hyderabad  
Date: 09<sup>th</sup> January, 2025**

**Sd/-  
Rukhya Parveen  
Company Secretary & Compliance Officer**

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

**Item 1: Increase of Authorised Share Capital of the Company**

To meet the requirements of growing business, the Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. The present Authorized Share Capital stands at ₹ 36.00 Crores only and it is proposed to increase the same by ₹ 9.00 Crores to make it Rs 45.00 Crores.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of ordinary resolution. Further the alteration of Authorised Share Capital requires modification of capital clause of Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 1 to be passed as an ordinary resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel are interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

**Items 2 & 3:**

- 2. Issue of Equity Shares on preferential basis to certain identified Non-Promoter Persons/Entities**  
**3. Issue of Convertible Equity Warrants to Promoter Group and to certain identified Non-Promoter Persons/Entities on preferential basis**

Information as required under Section 23(1)(b), 42, 62 and Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and regulation 163 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") is mentioned hereunder:

**i) Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued**

The Board of Directors at its meeting held on 09<sup>th</sup> January, 2025, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Equity Shares to certain identified Non-Promoter Persons/Entities and Convertible Equity Warrants to Promoter Group and to certain other Non-Promoter Persons/Entities, for cash, on a preferential basis as below:

- 3,29,18,806 (Three Crores Twenty Nine Lakhs Eighteen Thousand Eight Hundred and Six only) Equity Shares on preferential basis to certain identified Non-Promoter Persons/ Entities as mentioned below (**the "Investors"**) at a price of ₹ 114 (Rupees One Hundred and Fourteen Only) each (**"Preferential Allotment Price"**) each including premium of ₹ 113/- (Rupees One Hundred and Thirteen only) per share aggregating to ₹ 375,27,43,884 (Rupees Three Hundred and Seventy Five Crores Twenty Seven Lakhs Forty Three Thousand Eight Hundred and Eighty-Four only)
- 3,86,67,059 (Three Crores Eighty-Six Lakhs Sixty Seven Thousand and Fifty-Nine only) Convertible Equity Warrants (**"Warrants"**) on preferential basis to promoter group and certain other Non-Promoter Entities/Persons as mentioned below (**"Warrant Holders"/Proposed Allottees"**) at a price of ₹ 114 (~~Indian~~ Rupees One Hundred and Fourteen Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 440,80,44,726 (Rupees Four Hundred Forty Crores Eighty Lakhs Forty Four Thousand Seven Hundred and Twenty Six only)

(Collectively referred to as ("**Preferential Offer**")

## ii) Kinds of securities offered and the price at which security is being offered

The Board of Directors in its meeting held on 09<sup>th</sup> January, 2025, had approved the proposal of making preferential allotment of below mentioned Securities to Promoter Group and certain identified non-promoter persons/entities:

- 3,29,18,806 (Three Crores Twenty Nine Lakhs Eighteen Thousand Eight Hundred and Six only) Equity Shares at a price of ₹ 114 (Indian Rupees One Hundred and Fourteen Only) each including premium of ₹ 113/- (Rupees One Hundred and Thirteen only) per share aggregating to ₹ 375,27,43,884 (Rupees Three Hundred and Seventy-Five Crores Twenty Seven Lakhs Forty Three Thousand Eight Hundred and Eighty Four only). The above said price is arrived at in accordance with the Chapter V of SEBI ICDR Regulations ("**Issue Price**").
- 3,86,67,059 (Three Crores Eighty Six Lakhs Sixty Seven Thousand and Fifty Nine only) Convertible Equity Warrants at a price of ₹ 114 (Indian Rupees One Hundred and Fourteen Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 440,80,44,726 (Rupees Four Hundred Forty Crores Eighty Lakhs Forty Four Thousand Seven Hundred and Twenty Six only). The above said price is arrived at in accordance with the Chapter V of SEBI ICDR Regulations ("**Issue Price**") and convertible at the option of Warrant Holders in one or more tranches, within 06 (Six) months from the date of allotment, into equal number of fully paid up Equity Shares of the Company of ₹ 1/- (Rupee One) each.

## iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise upto ₹ 816,07,88,610/- (Rupees Eight Hundred Sixteen Crores Seven Lakhs Eighty Eight Thousand Six Hundred and Ten Only) through issue of Equity Shares and/or Convertible Equity Warrants on preferential basis, for cash, on a preferential basis.

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

1. To meet working capital requirement of the company. (referred to below as "**working capital requirement**")
2. To meet Research & Development Expenses for development of futuristic technologies.
3. Investment in Subsidiary(ies).
4. Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "**General Corporate Purposes**").

(collectively referred to below as the "**Objects**")

## Utilization of Issue Proceeds

The broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr No.	Particulars	Total estimated amount to be utilised for each of the Objects* (₹ In Lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Working Capital Requirement	50,000.00	Within 9 months from receipt of funds
2	Research & Development Expenditure for development of futuristic technologies	7,500.00	
3	Investment in Subsidiar(y)ies	6,600.00	
2	General Corporate Purposes	17,508.00	

\*considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for Equity Shares and/or Convertible Equity Warrants, the Issue Proceeds shall be received by the Company within 06 (Six) months from the date of allotment of the Equity Shares and/or Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 9 months from the date of receipt of funds. (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial and market conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

### iv) Monitoring of utilisation of funds

a) Given that the issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Acuite Ratings and Research Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

**(v) Relevant date:**

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is 03<sup>rd</sup> January, 2025, ("**Relevant Date**") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is 03<sup>rd</sup> January, 2025. 04<sup>th</sup> & 05<sup>th</sup> January, 2025 being a weekend, 03<sup>rd</sup> January, 2025 has been considered as Relevant Date), to approve the proposed preferential issue.

**(vi) Basis on which the price has been arrived at and justification for the price (including premium, if any)**

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares and Convertible Equity Warrants can be issued is ₹ 113.89 per Equity Shares/ Convertible Equity Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. ₹ 106.60 per equity share;
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. ₹ 113.89 per equity share.
- c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to ICDR Regulations.

The Board of Directors have fixed the issue price at ₹ 114/- per Equity Share/Warrant which is higher than the floor price of ₹ 113.89/-

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("**NSE**") as well as on BSE Limited ("**BSE**"), the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 10 trading days prior to the Relevant Date for computation of issue price. Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the issue price.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is ₹ 113.89 (Rupees One Hundred Thirteen and Paise Eighty Nine only). In view of the above, the Board of the Company has fixed

- the Equity Shares Allotment Price (i.e., the price including premium of ₹ 113/- [Rupees One Hundred and Thirteen only]) of ₹ 114 (Rupees One Hundred and Fourteen Only) which is more than the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations and;
- Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 114 (Rupees One Hundred and Fourteen Only) which is more than the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations.

If the Company is required to re-compute the price then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the Equity Shares/Warrants proposed to be issued pursuant to this resolution would have been continued to be locked in till the time such amount would have paid by the Proposed Allottees.\*

**(vii) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects**

- None of the Directors or Key Managerial Personnel of the Company intends to subscribe to the Equity Shares proposed to be allotted under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.
- The Convertible Equity Warrant shall be issued to Mr. Baddam Kanishka Reddy and Mr. Baddam Chanakya Reddy, persons under Promoter Group, Mr. Addepalli Krishna Sai Kumar, Whole time Director (Operations) and Mr. Sudarshan Chiluveru, Chief Financial Officer of the Company. They have indicated their intention to subscribe to the Convertible Equity Warrants on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants and/or Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

**(viii) Timeframe within which the allotment shall be completed**

As required under SEBI ICDR Regulations, the preferential issue shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

**(ix) Equity Shareholding Pattern before and after the Preferential Issue:**

Sl. No.	Category	Pre-issue shareholding#		Post issue shareholding *	
		No. of shares	% to total shareholding	No. of shares	% to total shareholding
<b>A</b>	<b>Promoters' holding</b>				
1	Indian				
	Individuals	16,89,23,000	55.12	18,57,24,200	49.12
	Bodies Corporate	-	-	-	-
	Sub-Total	<b>16,89,23,000</b>	<b>55.12</b>	<b>18,57,24,200</b>	<b>49.12</b>
2	Foreign promoters	-	-	-	-
	Sub-total (A)	<b>16,89,23,000</b>	<b>55.12</b>	<b>18,57,24,200</b>	<b>49.12</b>
<b>B</b>	<b>Non-Promoter's holding</b>				
1	Institutional investors	67,58,923	2.21	3,50,65,097	9.27
2	Non-institution				
	Private corporate bodies	45,84,538	1.50	1,02,01,729	2.70
	Directors and relatives	29,60,610	0.97	34,60,679	0.92
	Indian Public				
	Individual shareholders holding nominal share capital upto ₹ 2 lakhs	10,09,75,368	32.95	10,49,76,809	27.77

Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	96,38,637	3.14	2,44,98,427	6.48
Others [including Non-resident Indians (NRIs)]	1,26,48,484	4.13	1,41,48,484	3.74
<b>Sub-total (B)</b>	<b>13,75,66,560</b>	<b>44.88</b>	<b>19,23,51,225</b>	<b>50.88</b>
<b>GRAND TOTAL</b>	<b>30,64,89,560</b>	<b>100.00</b>	<b>37,80,75,425</b>	<b>100.00</b>

# The pre-issue Share Holding Pattern is as per the share holding pattern as on 03<sup>rd</sup> January, 2025.

\* The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to be the shareholder of the Company

**(x) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.**

There will be no change in the control of the Company consequent to the said preferential issue. The percentage shareholding in the Company by the proposed allottees, pre and post preferential issue is given below:

SI No.	Name of the Proposed Allottee	Ultimate Beneficial Owners, Nationality (If applicable)	Pre-issue status of the allottee's	Pre-issue share holding	Pre-issue Share holding (%)	No. of Equity Shares to be Allotted	No. of Equity Warrants to be allotted	Post issue Share holding (including proposed allotment + pre-share holding) #	Post issue Share holding (%) #	Post issue status of the allottee's
1.	Anudeep Adiraju	-	Non-Promoter	-	-	-	7,50,000	7,50,000	0.198	Non-Promoter
2.	Baddam Kanishka Reddy	-	Promoter Group	-	-	-	84,00,600	84,00,600	2.222	Promoter Group
3.	Baddam Chanakya Reddy	-	Promoter Group	-	-	-	84,00,600	84,00,600	2.222	Promoter Group
4.	Bhagyalaxmi Chiluveru	-	Non-Promoter	-	-	-	4,00,000	4,00,000	0.106	Non-Promoter
5.	Sudarshan Chiluveru	-	Non-Promoter	500	Negligible	-	4,00,000	4,00,500	0.106	Non-Promoter
6.	Rajshri Karwa	-	Non-Promoter	-	-	-	10,00,000	10,00,000	0.264	Non-Promoter
7.	Reena Karwa	-	Non-Promoter	-	-	-	15,00,000	15,00,000	0.397	Non-Promoter
8.	Varada Madhusudhan Rao	-	Non-Promoter	-	-	-	10,000	10,000	0.003	Non-Promoter
9.	Enugu Ramya	-	Non-Promoter	-	-	-	5,000	5,000	0.001	Non-Promoter
10.	Anshu Bhargava	-	Non-Promoter	60,000	0.019	5,25,000	-	5,85,000	0.155	Non-Promoter
11.	Wealthbridge Capital Advisors Private Limited	1. Vivek Bhargava, Indian 2. Anshu Bhargava, Indian	Non-Promoter	-	-	3,50,000	-	3,50,000	0.093	Non-Promoter
12.	Karthik Sundar	-	Non-Promoter	-	-	4,38,596	-	4,38,596	0.116	Non-Promoter
13.	Karthik Sundar	-	Non-Promoter	-	-	-	8,77,193	8,77,193	0.232	Non-Promoter
14.	Poonam Tapadia	-	Non-Promoter	7,50,000	0.245	-	6,00,000	13,50,000	0.357	Non-Promoter
15.	Aditya Halwasiya	-	Non-Promoter	-	-	15,00,000	-	15,00,000	0.397	Non-Promoter
16.	Aditya Halwasiya	-	Non-Promoter	-	-	-	15,00,000	15,00,000	0.397	Non-Promoter
17.	Srinivas Reddy Akuri	-	Non-Promoter	-	-	-	5,00,000	5,00,000	0.132	Non-Promoter
18.	Manish Kumar Jain	-	Non-Promoter	-	-	1,75,000	-	1,75,000	0.046	Non-Promoter

19.	Subbarami Reddy Oruganti	-	Non-Promoter	-	-	-	1,00,000	1,00,000	0.026	Non-Promoter
20.	Srinivas Reddy Gangula	-	Non-Promoter	45,000	0.015	-	1,00,000	1,45,000	0.038	Non-Promoter
21.	Ebisu Global Opportunities Fund Limited	Nitin Singhal, British.	Non-Promoter	-	-	-	1,00,00,000	1,00,00,000	2.645	Non-Promoter
22.	Al Maha Investment Fund - Onyx Strategy	Karuna Ramchurn, Mauritius.	Non-Promoter	-	-	25,00,000	-	25,00,000	0.661	Non-Promoter
23.	Minerva Ventures Fund	Hurry Ghanshyam, Mauritius.	Non-Promoter	-	-	25,00,000	-	25,00,000	0.661	Non-Promoter
24.	LIC Mutual Fund*	-	Non-Promoter	-	-	26,31,578	-	26,31,578	0.696	Non-Promoter
25.	PGIM India Equity Growth Opportunities Fund Series II	-	Non-Promoter	-	-	4,38,596	-	4,38,596	0.116	Non-Promoter
26.	Raghav Investment Private Limited	1.Ram Prakash Golyal, Indian 2. Madan Lal, Indian 3. Prashant Golyan, Indian	Non-Promoter	-	-	4,38,596	-	4,38,596	0.116	Non-Promoter
27.	Aerpula Srishailam	-	Non-Promoter	5,800	0.002	-	5,000	10,800	0.003	Non-Promoter
28.	Sai Puri Kushi Ram Yadav	-	Non-Promoter	-	-	-	5,000	5,000	0.001	Non-Promoter
29.	Addepalli Krishna Sai Kumar	-	Non-Promoter	21,70,210	0.708	-	5,00,069	26,70,279	0.706	Non-Promoter
30.	Trikaya Wealth Advisors Pvt Ltd	Brijesh Thakkar, Indian	Non-Promoter	-	-	-	5,40,000	5,40,000	0.143	Non-Promoter
31.	SB Opportunities Fund 1	Shimmer Goel, Indian	Non-Promoter	-	-	-	6,30,000	6,30,000	0.167	Non-Promoter
32.	Sanjay Raheja	-	Non-Promoter	-	-	2,52,000	-	2,52,000	0.067	Non-Promoter
33.	Harish Raheja	-	Non-Promoter	-	-	2,52,000	-	2,52,000	0.067	Non-Promoter
34.	Aarson Investments	Sharad Goel, Indian	Non-Promoter	-	-	3,00,000	-	3,00,000	0.079	Non-Promoter
35.	Mangalam Automotive Private Limited	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
36.	Sunil Investinfra Private Limited	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
37.	Anjali Agarwal	-	Non-Promoter	-	-	4,40,000	-	4,40,000	0.116	Non-Promoter
38.	Subham Capital Private Limited	Brij Bhushan Agarwal, Indian	Non-Promoter	-	-	4,50,000	-	4,50,000	0.119	Non-Promoter
39.	Amit R Agarwal	-	Non-Promoter	-	-	2,70,000	-	2,70,000	0.071	Non-Promoter
40.	Sandeep Singh	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
41.	Smart Horizon Opportunity Fund	H&N Advisory Services LLP, Indian	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
42.	Rajesh Kumar Singla	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
43.	Pankaj Vasudeo Chhapparwal	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
44.	Vijaya Sharma	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
45.	Grobiz SME Opportunity Fund	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
46.	Devanshi Mihir Shah	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
47.	Kovil Minda	-	Non-Promoter	-	-	1,05,000	-	1,05,000	0.028	Non-Promoter
48.	Akilandeswari S Selvamurthy	-	Non-Promoter	-	-	1,05,000	-	1,05,000	0.028	Non-Promoter
49.	Shreestockvision Securities Ltd	-	Non-Promoter	-	-	4,40,000	-	4,40,000	0.116	Non-Promoter
50.	Hemant Hansraj Kenia	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
51.	Zeta Global Funds (OEIC) PCC Limited - Zeta Series B Fund PC	-	Non-Promoter	-	-	1,80,000	-	1,80,000	0.048	Non-Promoter
52.	Saurabh Garg	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
53.	NVS Corporate Consultancy Services Private Limited	Anahaitha Nalin Shah, Indian	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter



54.	A V Krishnan	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
55.	Navin Kumar Mahabirprasad Dalmia	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
56.	Kriti Bhatia	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
57.	Ebullient Securities Private Limited	Udit Aggarwal, Indian	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
58.	Saurav Raidhani	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
59.	Dugar Chainroop	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
60.	Vikash Gupta	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
61.	Vikram Narang	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
62.	Ripunjay Aggarwal	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
63.	Zeal global Opportunities Fund	1. Nikhil Kumar, Indian 2. Low Ren Feng, Singaporean	Non-Promoter	-	-	30,16,000	-	30,16,000	0.798	Non-Promoter
64.	Nova global Opportunities Fund PCC - Cell Touchstone	Peeetumber Pradeep Nityesh, Mauritius	Non-Promoter	-	-	26,00,000	-	26,00,000	0.688	Non-Promoter
65.	MGO High Conviction Fund incorporated VCC Sub Fund	-	Non-Promoter	-	-	30,70,000	-	30,70,000	0.812	Non-Promoter
66.	Haria Enterprise	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
67.	Hemant Hansraj Maru	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
68.	S R Investment	Rakesh Chandak, Indian	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
69.	Kred Hospitality LLP	1. Bajrang Lal Bajaj, Indian 2. Sangeeta Bajaj, Indian 3. Pooja Bajaj Indian 4. Ritu Bajaj Indian 5. Ette Bajaj Indian 6. Mihir Bajaj Indian	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
70.	Ashok Kumar Agrawal	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
71.	Devansh Trade Mart LLP	-	Non-Promoter	-	-	17,50,000	-	17,50,000	0.463	Non-Promoter
72.	Sandeep Kapadia	-	Non-Promoter	-	-	7,00,000	-	7,00,000	0.185	Non-Promoter
73.	Sandeep Kapadia	-	Non-Promoter	-	-		2,00,000	2,00,000	0.053	Non-Promoter
74.	Amit Dhanyakumar Chordia	-	Non-Promoter	-	-	4,30,000	-	4,30,000	0.114	Non-Promoter
75.	Kawaljeet Kohli	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
76.	Surjeet Kaur	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
77.	Ketan V Thakkar	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
78.	Ketan V Thakkar	-	Non-Promoter	-	-		2,00,000	2,00,000	0.053	Non-Promoter
79.	Vasudeva Rao Dhanekula	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
80.	Maddala Sreenivasa Reddy	-	Non-Promoter	5,000	0.002	1,00,000	-	1,05,000	0.028	Non-Promoter
81.	Bishan Marketing and Consultancy LLP	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
82.	Kikki Devi	-	Non-Promoter	-	-	86,000	-	86,000	0.023	Non-Promoter
83.	Nitin Shantilal Gada	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
84.	Vijay Kumar Pahwa	-	Non-Promoter	-	-	2,50,000	-	2,50,000	0.066	Non-Promoter
85.	Mohit Kumar Mathur	-	Non-Promoter	-	-	2,50,000	-	2,50,000	0.066	Non-Promoter
86.	Priti C Kothari	-	Non-Promoter	-	-	1,50,000	-	1,50,000	0.040	Non-Promoter

87.	Chetan Navinchandra Patel	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
88.	Yash Rajesh Vora	-	Non-Promoter	-	-	1,25,000	-	1,25,000	0.033	Non-Promoter
89.	Vipul Rameshchandra Shah	-	Non-Promoter	-	-	1,25,000	-	1,25,000	0.033	Non-Promoter
90.	Kokil Gupta	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
91.	Lata Dhiraj Shah	-	Non-Promoter	-	-		2,50,000	2,50,000	0.066	Non-Promoter
92.	Piyush Bhupendra Gala	-	Non-Promoter	-	-		1,00,000	1,00,000	0.026	Non-Promoter
93.	Rajesh Vanigota	-	Non-Promoter	-	-		1,00,000	1,00,000	0.026	Non-Promoter
94.	Jayantilal Gada HUF	-	Non-Promoter	-	-		1,00,000	1,00,000	0.026	Non-Promoter
95.	Hathor Corporate Advisors LLP	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
96.	Shantanu Chaturvedi	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
97.	Apoorva Jain	-	Non-Promoter	-	-	87,720	-	87,720	0.023	Non-Promoter
98.	Kabel Buildcon Realty LLP	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
99.	AIC Securities Private Limited	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
100.	Aashish Solanki HUF	-	Non-Promoter	-	-	87,720	-	87,720	0.023	Non-Promoter
101.	Sharmila Gaurmag Vasani	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.026	Non-Promoter
102.	Esses Family Private Trust	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
103.	Priyanka Kabra Family Private Trust	-	Non-Promoter	-	-	2,00,000	-	2,00,000	0.053	Non-Promoter
104.	HNR Finance Private Limited	-	Non-Promoter	-	-	5,00,000	-	5,00,000	0.132	Non-Promoter
105.	V Swarna Latha	-	Non-Promoter	-	-		5,001	5,001	0.001	Non-Promoter
106.	Bhoovan Singh	-	Non-Promoter	-	-		5,00,001	5,00,001	0.132	Non-Promoter
107.	Superstar Investments Private Limited	1. Rajshri karwa, Indian 2. Ramesh Kumar Karwa, Indian	Non-Promoter	-	-		4,88,595	4,88,595	0.129	Non-Promoter
108.	Ashish Jain	-	Non-Promoter	-	-		5,00,000	5,00,000	0.132	Non-Promoter
		<b>Total</b>				<b>3,29,18,806</b>	<b>3,86,67,059</b>	<b>7,46,22,375</b>		
				<b>30,36,510</b>						

\* This investment will be made through two schemes of LIC Mutual Fund, namely LIC MF Flexi Cap Fund and LIC MF Small Cap Fund, in proportion of 17,54,386 and 8,77,192 Equity Shares, respectively.

#### Notes:

#The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

The pre-issue shareholding pattern is as on 03<sup>rd</sup> January, 2025.

(xi) The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

There is no change in control consequent to the Preferential Issue. For details of percentage of post-preferential issue capital, please refer to the "Shareholding pattern of the Company before and after the Preferential Issue" given in Point No. (x) above.

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

**(xii) Undertaking as to re-computation of price and lock-in of specified securities**

The Company shall re-compute the price of the Equity Shares and Equity Warrants, in terms of the provision of Regulation 166 of the SEBI ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares and Warrants shall continue to be locked-in till the time such amount is paid by the Applicant.

**(xiii) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

The Company has made two preferential allotments on May 03, 2024, and June 03, 2024, pursuant to the exercise of warrants by warrant holders, converting the warrants into equity shares during the current financial year, FY 2024-25. The details are as under:

S. No.	Name & Occupation of Allottee	Number of shares allotted	Total Amount paid (including premium in ₹)
1.	Baddam Karunakar Reddy	1,86,66,000	34,71,87,600
2.	Addepalli Krishna Sai Kumar	17,54,000	3,26,24,400
3.	Chandrapati Venkata Siva Prasad	2,90,000	53,94,000
4.	Prateek Tapadia	10,00,000	1,86,00,000
5.	Poonam Tapadia	7,50,000	1,39,50,000
6.	Vishal Joshi	3,00,000	55,80,000
7.	Y Abheesht Reddy	4,00,000	74,40,000
8.	Y Aashish	3,20,350	59,58,510
9.	Kumar Madasa	3,30,000	61,38,000
10.	Tej Deep G	3,20,350	59,58,510

**(xiv) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**(xv) Lock-in period:**

The Equity Shares allotted under preferential issue and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations from time to time. The pre-preferential allotment shareholding of the Applicants, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

**(xvi) Listing:**

The Company will make an application to NSE and BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares allotted under preferential issue and the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**(xvii) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Mr. Baddam Kanishka Reddy and Mr. Baddam Chanakya Reddy upon the issuance and allotment of the warrants, will to be categorized as members of the promoter group of the Company.

Upon the issuance and allotment of the Equity Shares and Convertible Equity Warrants, Anudeep Adiraju, Bhagyalaxmi Chiluveru, Sudarshan Chiluveru, Rajshri Karwa, Reena Karwa, Varada Madhusudhan Rao, Enugu Ramya, Anshu Bhargava, Wealthbridge Capital Advisors Private Limited, Karthik Sundar, Poonam Tapadia, Aditya Halwasiya, Srinivas Reddy Akuri, Manish Kumar Jain, Subbarami Reddy Oruganti, Srinivas Reddy Gangula, Ebisu Global Opportunities Fund Limited, AI Maha Investment Fund - Onyx Strategy, Minerva Ventures Fund, LIC Mutual Fund, PGIM India Equity Growth Opportunities Fund Series II, Raghav Investment Private Limited, Aerpula Srishailam, Sai Puri Kushi Ram Yadav, Addepalli Krishna Sai Kumar, Trikaya Wealth Advisors Pvt Ltd, SB Opportunities Fund 1, Sanjay Raheja, Harish Raheja, Aarson Investments, Mangalam Automotive Private Limited, Sunil Investinfra Private Limited, Anjali Agarwal, Subham Capital Private Limited, Amit R Agarwal, Sandeep Singh, Smart Horizon Opportunity Fund, Rajesh Kumar Singla, Pankaj Vasudeo Chhapparwal, Vijaya Sharma, Grobiz SME Opportunity Fund, Devanshi Mihir Shah, Kovil Minda, Akilandeswari S Selvamurthy, Shreestockvision Securities Ltd, Hemant Hansraj Kenia, Zeta Global Funds (OEIC) PCC Limited - Zeta Series B Fund PC, Saurabh Garg, NVS Corporate Consultancy Services Private Limited, A V Krishnan, Navin Kumar Mahabirprasad Dalmia, Kriti Bhatia, Ebulient Securities Private Limited, Saurav Raidhani, Dugar Chainroop, Vikash Gupta, Vikram Narang, Ripunjay Aggarwal, Zeal global Opportunities Fund, Nova Global Opportunities Fund PCC - Cell Touchstone MGO High Conviction Fund incorporated VCC Sub Fund, Haria Enterprise, Hemant Hansraj Maru, S R Investment, Kred Hospitality LLP, Ashok Kumar Agrawal, Devansh Trade Mart LLP, Sandeep Kapadia, Amit Dhanyakumar Chordia, Kawaljeet Kohli, Surjeet Kaur, Ketan V Thakkar, Vasudeva Rao Dhanekula, Maddala Sreenivasa Reddy, Bishan Marketing and Consultancy LLP, Kikki Devi, Nitin Shantilal Gada, Vijay Kumar Pahwa, Mohit Kumar Mathur, Priti C Kothari, Chetan Navinchandra Patel, Yash Rajesh Vora, Vipul Rameshchandra Shah, Kokil Gupta, Lata Dhiraj Shah, Piyush Bhupendra Gala, Rajesh Vanigota, Jayantilal Gada HUF, Hathor Corporate Advisors LLP, Shantanu Chaturvedi, Apoorva Jain, Kabel Buildcon Realty LLP, AIC Securities Private Limited, Aashish Solanki HUF, Sharmila Gurnag Vasani, Esses Family Private Trust, Priyanka Kabra Family Private Trust, HNR Finance Private Limited, V Swarna Latha, Bhoovan Singh, Superstar Investments Private Limited and Ashish Jain will be categorized as a public shareholder of the Company

**(xviii) SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public.

**(xix) Practicing Company Secretary Certificate:**

A certificate from Sridevi Madati (Membership No. F6476 and CP No.: 11694), Practicing Company Secretary, certifying that the preferential issue of Equity Shares and Warrants is being made in accordance with requirements of SEBI ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: <https://apollo-micro.com/wp-content/uploads/2025/01/PCS-Compliance-Certificate-09th-January-2025.pdf>

## **(xx) Other disclosures/undertaking**

- i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation;
- viii. The Proposed Allottees and the promoter and promoter group has not sold or transferred any equity shares during 90 trading days preceding the Relevant Date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. Since the equity shares of the Company are listed on the Stock Exchanges and the Preferential is not expected to result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations.
- xi. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
- x. No Person belonging to the promoters / promoter group has previously subscribed to warrants of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

Except Mr. Karunakar Reddy Baddam, Promoter and Managing Director, Mr. Addepalli Krishna Sai Kumar, Whole Time Director (Operations), Mr. Sudarshan Chiluveru, CFO and Mrs. Rukhya Parveen, Company Secretary of the Company, to the extent of their respective shareholding, none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice

The Board believes that the proposed issue of Equity Shares and Convertible Equity Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 2 & 3 to be approved by Special Resolution of the Members.

**By Order of the Board  
For Apollo Micro Systems Limited**

**Place: Hyderabad  
Date: 09<sup>th</sup> January, 2025**

**Sd/-  
Rukhya Parveen  
Company Secretary & Compliance Officer**