



APOLLO FINVEST (INDIA) LTD.

CIN: L51900MH1985PLC036991

REGISTERED OFFICE:

Unit No. 803, Morya Blue Moon,
Veera Desai Industrial Estate, Andheri West,
Mumbai, Maharashtra 400053

Email: info@apolloinvest.com

Contact No. 022-62231667 / 68

Date : April 05, 2024

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

BSE Scrip Code: 512437

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/Madam,

In terms of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice dated March 22, 2024 ('Notice') which is being sent to the Members for seeking approval on following items of special business:

Sr No.	Particulars	Resolution type
1.	APPROVAL FOR BORROWINGS THROUGH ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS	Special

In accordance with circulars issued by the Ministry of Corporate Affairs (MCA) from time to time, the Notice has been sent only through electronic mode to those shareholders whose email address are registered with the Company's Registrar and Share Transfer Agent viz., Link InTime India Private Limited/Depository(ies)/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date, i.e., March 29, 2024 The Notice contains the procedure to get the email address registered for those shareholders who have not yet registered their email address.



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As per the provisions of the MCA circulars, shareholders can vote only through e-voting process. The Notice containing e-voting instructions and other necessary details is available on the website at <https://www.apollofinvest.com/investors>

The e-voting period will commence from Saturday, April 06, 2024 at 9.00 a.m. (IST) and end on Sunday, May 05, 2024 at 5.00 p.m. (IST).

We request you to kindly take the same on your records.

**Thanking You,
For Apollo Finvest (India) Limited**

**Mikhil Innani
Managing Director & CEO
DIN: 02710749**



POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013 read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the "Act") read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and General Circular issued by the Ministry of Corporate Affairs (the "MCA") having reference No. 09/2023 dated 25 September 2023 read along with other connected circulars issued from time to time in this regard (the "MCA Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), the item of special business as set out in this Notice is proposed for consideration by the Members of Apollo Finvest (India) Limited (the "Company") through Postal Ballot via voting through electronic means (remote e-voting) only.

ITEM NO. 1

APPROVAL FOR BORROWINGS THROUGH ISSUE OF NON-CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time (the Act), the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time, the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (the Rules), and pursuant to SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time and other applicable SEBI Rules and Regulations, as amended from time to time and subject to the provisions of relevant Reserve Bank of India (RBI) Directions, Rules and Regulations, and further subject to the provisions of any other applicable statutes, regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to the approval, consent, permission, exemption and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to issue, offer and allot secured, unsecured, perpetual, listed and/or unlisted Non-Convertible Debentures ("the Debentures") including subordinated Debentures qualifying as Tier-II debt in terms of the relevant RBI Regulations, upto to Rs. 20 Crores (Rupees Twenty Crores only), during the period of Twelve months from the date of passing of this resolution, to the eligible investors, on a private



placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/ to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits of Rs. 500 Crores (Rupees Five Hundred Crores only) as approved by the members of the Company at the Annual General Meeting of the Company held on September 26, 2019.

RESOLVED FURTHER THAT any one of Mr. Mihhil Innani, Managing Director & CEO, Ms. Diksha Innani, Whole Time Director & CFO, Authorized Signatories (the “Authorized Officers”) be and are hereby authorized severally to approve and finalize, sign, execute and deliver documents and to do all acts in relation to the issue of Debentures but not limited to the following: (i) approve of and to decide on the terms & conditions of the raise; (ii) finalize the platform for raising funds; (iii) appointment of Debenture trustee and other intermediaries, if any,; (iv) determine the date of opening and closing of the Debenture issue and the period for which the issue shall remain open; (v) finalize the date of allotment and allotment of Debenture to the subscribers/ investors; (vi) sign the Debenture Certificate; (vii) to sign the Debenture Subscription Agreement; (viii) execute, file and deliver all necessary documents, instruments and to do all acts necessary for the issuance of Debentures.”

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

March 22, 2024
Mumbai

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

*Registered Office: Unit No. 803, Morya Blue
Moon, 8th Floor, Veera Desai
Industrial Estate, Andheri Link Road,
Andheri (West), Mumbai -400 053
CIN: L51900MH1985PLC036991
Phone: 022-62231667/68
Email: info@apolloinvest.com
Website: www.apolloinvest.com*





Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of Special Business under Item No. 1 of the accompanying Notice is annexed hereto.
2. The Notice of the Postal Ballot are also available on the Company’s website www.apolloinvest.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) www.cdslindia.com
3. 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/authorisation, authorizing its representative to vote through remote e-voting on its behalf.
4. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, March 29, 2024 have been considered for the purpose of sending the Notice of the Postal Ballot and E-voting thereon.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and MCA Circulars read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR /P/2020/242 dated December 09, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be mentioned in the Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency.

Remote E-voting period

The remote E-voting period will be available during the following period: Day, date, and time remote E-voting:

Commencement	Saturday, April 06, 2024, at 09:00 A.M. (IST) 
Conclusion	Sunday, May 05, 2024, at 05:00 P.M. (IST) 

6. The Company has fixed Friday, March 29, 2024, as the “Cut-off date” for identifying the Members who shall be eligible for voting either through remote e-Voting during the remote e-Voting period. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date shall be



entitled to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting, shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of the Postal Ballot for information purposes only.

7. The Board of Directors has appointed Mr. Gaurav Sainani, Partner of M/s. SGGGS & Associates, Company Secretaries in Practice having Membership No.: A36600 and Certificate of Practice No.: 24482, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
8. The Scrutinizer will submit the report to the Chairman as nominated by the Board for this purpose after completion of scrutiny of the remote e-voting. The results shall be declared on or before Tuesday, May 07, 2024

Issuance of Securities in Dematerialized Form in case of Investor Service Requests:

We would further like to draw your attention to SEBI Notification dated January 24, 2022 and SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. Accordingly, while processing service requests in relation to:

- a) Issue of duplicate securities certificate;
- b) Claim from Unclaimed Suspense Account;
- c) Renewal / Exchange of securities certificate;
- d) Endorsement;
- e) Sub-division / Splitting of securities certificate;
- f) Consolidation of securities certificates/folios;
- g) Transmission; and,
- h) Transposition.

The Company shall issue securities only in dematerialized form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form ISR-4.

9. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
10. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register



Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://web.linkintime.co.in/KYC-downloads.html>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

11. We hereby request to holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., Link Intime India Private Limited:

S. No.	Particulars	Form
1	PAN	ISR - 1
2	Address and PIN Code	
3	Email-Id	
4	Mobile Number	
5	Bank Account Details	
6	Demat Account Number	
7	Specimen Signature	ISR - 2
8	Nomination Details	SH - 13
9	Declaration to opt-out Nomination	ISR - 3
10	Cancellation or Variation of Nomination	SH - 14

All the aforesaid forms can be downloaded from the website of the Company at: <https://www.apolloinvest.com> and from the website of the RTA at <https://web.linkintime.co.in/KYC-downloads.html>

12. The Company has also sent the letters to the Shareholders of the Company holding shares in physical form at their registered addresses, on May 18, 2023, to furnish PAN, KYC details and Nomination pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, read with clarification issued by SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021.
13. The shareholders may through In-person Verification by producing the original to the authorized person of the RTA, who will retain copies of the document(s) or may furnish original/ photocopies of relevant documents (duly self-attested) with date to RTA i.e. Link Intime at their registered address:

*Link Intime India Private Limited
C-101, 247 Park, L.B.S. Road,
Vikhroli (West), Mumbai - 400 083.
Phone: 022-49186270/ 49186260
Email: rnt.helpdesk@linkintime.co.in*



Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- a. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li data-bbox="591 842 1372 1024">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi<li data-bbox="591 1058 1372 1346">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.<li data-bbox="591 1379 1372 1465">3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<li data-bbox="591 1499 1372 1766">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting ” under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

a. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">● Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• 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.
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- a) After entering these details appropriately, click on "SUBMIT" tab.
- b) 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.
- c) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- d) Click on the EVSN for the relevant Apollo Finvest (India) Limited on which you choose to vote.
- e) 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.
- f) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- g) 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.
- h) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- i) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- j) 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.
- k) There is also an optional provision to upload BR/POA if any is uploaded, which will be made available to the scrutinizer for verification.



Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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; gaurav.sainani@legalixir.com and compliance@apolloinvest.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email/mobile no. are not registered with the company/depositories.

- For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company/RTA email id.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.@cdslindia.com or call toll free no. 1800 22 55 33.



Explanatory Statement

(In respect of Special Business pursuant to section 102 of the Act and Regulation 36 of the SEBI Listing Regulations And Secretarial Standard – 2 on General Meeting)

In order to meet the fund requirements, the Company proposes to issue and allot, from time to time, secured/ unsecured/ perpetual/ Tier-II subordinated Non-Convertible Debentures (NCDs) on a Private Placement Basis, in one or more tranches, to the eligible investors in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”), SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, relevant provisions of the Reserve Bank of India (RBI) Directions, rules and regulations up to an amount not exceeding Rs. 20 (Rupees Twenty Crores only).

The NCDs may be issued at par or at a premium and on such other terms and conditions as the Board or the Committee may determine. Towards that, the Company hereby seeks approval of the Members by way of a Special Resolution.

The disclosures as required under Section 42 of the Companies Act, 2013 as amended from time to time (the Act) and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended from time to time (the Rules) are as under:

a) Particulars of offer including date of passing the Board Resolution:

Resolution for issue of NCDs on a Private Placement Basis for a value not exceeding Rs. 20 Crore (Rupees Twenty Crores only), in one or more tranches, had been passed by the Board in its meeting held on March 22, 2024. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/ tranche of NCDs.

b) Kind of Securities offered and the price at which security is being offered:

Secured/ unsecured/ perpetual/ listed and/or unlisted Non-Convertible Debentures. Issue Price of NCDs shall be determined at the time of issue of respective series/ tranche of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of NCDs in general. The Directors recommend the resolution at item no. 1 of the accompanying Notice, for the approval of the Members by way of Special resolution.

c) Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: *Not Applicable.*

d) Name and address of valuer who performed valuation: *Not Applicable*



- e) **Amount which the company intends to raise by way of such securities:** Amount aggregating upto Rs. 20 Crores (Rupees Twenty Crores only) in one or more tranches.
- f) **Material terms of raising such securities, proposed time schedule, purpose or objects of offer, principal terms of assets charged as securities:** The terms of each NCD offer will be decided within one year from the resolution date through discussions with investors. Details will be disclosed in each private placement offer and application letter. The Board or its appointed Committee will determine the terms at the time of issuance.
- g) **Contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects;** NIL

The Special Resolution set out herein shall remain in force for the period of one year from the date of passing of the same.

None of the Directors, Key Managerial personnel of the Company and/or any of their relatives have any particular interest or concern in this item of business except to the extent of the securities, if any, which are/may be held/subscribed by them.

The Board recommend the Resolution at Item No. 1 of the accompanying Notice, for the approval of the Members by way of Special Resolution