

Date: 21st October, 2022

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051
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Scrip Code: 540879

Symbol: APOLLO

ISIN: INE713T01010

Dear Sir(s),

Sub: Notice of the Extra Ordinary General Meeting of the Company going to be held on Saturday 12th November 2022.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provision, We are pleased to inform that the Extra Ordinary General Meeting (“EGM”) of the Members of **Apollo Micro Systems Limited** (“the Company”) will be held on **SATURDAY the 12th NOVEMBER 2022 at 12:30 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”).

The Extra ordinary General Meeting Notice is also uploaded on the Company’s website https://apollo-micro.com/wp-content/uploads/2022/10/NOTICE-OF-EXTRA-ORDINARY-GENERAL-MEETING_2.pdf.

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

Commencement of remote e-voting	From Wednesday, 9th November, 2022 (09:00 A.M. IST)
End of remote e-voting	Till Friday, 11th November, 2022 (05:00 P.M. IST)

The remote e-voting module shall be disabled by CDSL for voting after **Friday, 11th November, 2022 (05:00 P.M. IST)**.

Members, who are present at the EGM through VC / OAVM 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 during the EGM.

Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., **Friday, 4th November, 2022** will be entitled to cast their votes by remote e-voting or e-voting during the EGM. The voting right of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member on the cut-off date should accordingly treat the EGM Notice as for information purposes only.

We request you to kindly take the above on record and bring to the notice of all concerned.

Thanking You
Yours Faithfully

For Apollo Micro Systems Limited

Vitta Chaitanya
Siva Shankar

Vitta Chaitanya Siva Shankar**Company Secretary & Compliance Officer****Encl: Notice of the Extra-ordinary General Meeting****APOLLO MICRO SYSTEMS LIMITED**

Regd. Off: Plot No. 128/A, Road No. 12, IDA-Mallapur, Uppal Mandal, R.R. Dist – 500076, Telangana, India.

Tel No: 040 – 27167000 – 099, Fax No: 040 - 27150820

cs@apollo-micro.com, www.apollo-micro.com

CIN No: L72200TG1997PLC026556



APOLLO MICRO SYSTEMS LIMITED

CIN: L72200TG1997PLC026556

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

Email id: cs@apollo-micro.com

Website: www.apollo-micro.com

NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of Apollo Micro Systems Limited will be held on Saturday, the 12th November, 2022 at 12:30 P.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 ₹ 27,00,00,000/- (Rupees Twenty Seven Crores Only) divided into 2,70,00,000 (Two Crores Seventy Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 36,00,00,000/- (Rupees Thirty Six Crores Only) divided into 3,60,00,000 (Three Crores Sixty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten Only) each by the addition there to a sum of ₹ 9,00,00,000/- (Rupees Nine Crores Only) divided into 90,00,000 (Ninety Lakhs) Equity Shares of ₹ 10/- (Rupees Ten 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 ₹ 36,00,00,000/- (Rupees Thirty Six Crores Only) divided into 3,60,00,000/- (Rupees Three Crores Sixty Lakhs Only) Equity Shares of ₹ 10/- (Rupees Ten 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 approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM 2: Issue of Convertible Equity Warrants on preferential basis to Promoter and 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 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force ("**Act**") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "ICDR Regulations"**) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (**the "Takeover Regulations"**) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (**the "LODR Regulations"**) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("**SEBI**") and any other guidelines and clarifications issued by any other appropriate authorities whether in India or abroad, from time to time, to the extent applicable including 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"), subject to the approval of members for increase of authorised share capital of the Company 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 of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches 1,01,00,070 (One Crore One Lakh and Seventy) Convertible Equity Warrants ("**Warrants**") on preferential basis ("**Preferential Offer**") to Promoters and other non-promoter group persons as mentioned below ("**Warrant Holders**"/"**Proposed Allottees**") at a price of ₹ 186/- (Indian Rupees One Hundred and Eighty Six Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 187,86,13,020/- (Indian Rupees One Hundred and Eighty Seven Crores Eighty Six Lakhs Thirteen Thousand and Twenty Only) or such higher price as may be arrived at in accordance with the 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.

S. No.	Proposed Allottees	Maximum number of Warrants to be allotted
A	Promoter of the Company	
1	Baddam Karunakar Reddy	46,20,600
B	Others	
1	Chattishgarh Investments Limited	3,00,000
2	Nexpact Limited, Mauritius	19,00,000
3	Ten Eighty Investments	1,00,000
4	Pinky Raheja	1,00,000
5	Sharad Goel	1,00,000
6	Adiraju Rajendra Prasad	2,00,000
7	Akash Tapadia	75,000
8	Poonam Tapadia	75,000
9	Prateek Tapadia	1,00,000
10	Vishal Joshi	50,000
11	Maybank Securities Pte. Ltd	12,00,000
12	Aditya Kumar Halwasiya	5,00,000
13	Wow Investments	2,00,000
14	Hypotenuse Investments	1,00,000
15	P Anitha	50,000
16	Addepalli Krishna Sai Kumar	1,75,400
17	Chandrapati Venkata Siva Prasad	29,000
18	Tej Deep G	32,035
19	Y Abheesht Reddy	40,000
20	Y Aashish	32,035
21	Kumar Madasa	33,000
22	Madhukar Goti	15,000
23	Sunil Kumar Chiluveru	63,000
24	Venkatesh Datla	5,000
25	Vitta Chaitanya Siva Shankar	5,000
Total		1,01,00,070

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 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 164 of ICDR Regulations, read with SEBI circular dated 1st July, 2020, the Relevant Date for the purpose of calculating the price for the issue of Warrants is 13th October 2022.

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 18 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 18 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 ICDR 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.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

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 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."

ITEM 3: Regularization of Additional Director, Mrs. Kavya Gorla (DIN: 06407238) as Non-Executive and Non-Independent Director of the Company.

To consider and, if thought fit, to pass with or without modifications, the following resolution as **ORDINARY** Resolution:

"RESOLVED THAT Mrs. Kavya Gorla (DIN: 06407238), who was appointed as an Additional Director who holds office upto the date of this Extra-ordinary General Meeting in terms of Section of the Company by the Board of Directors with effect from 13th October 2022 as per 161(1) of the Companies Act, 2013 (the "Act") and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive and Non-Independent Director of the Company.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

**Sd/-
Vitta Chaitanya Siva Shankar
Company Secretary and Compliance Officer**

Place: Hyderabad
Date: 13th October 2022

Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 3/2022 dated 5th May 2022, read with General Circular NO. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 22/2020 dated 15th June 2020, General Circular No. 33/2020 dated 28th September 2020, General Circular No. 39/2020 dated 31st December 2020, General Circular No. 10/2021 dated 23rd June 2021 and General Circular No. 20/2021 dated 8th December 2021 (collectively referred to as 'MCA Circulars'), the Company is being permitted for convening the Extra-ordinary 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 Companies Act, 2013, as amended ('Act') setting out material facts concerning the business with respect to Item Nos. 1, 2 and 3 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings/issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment at this Extra-ordinary General Meeting ('Meeting' or 'EGM') is furnished as an Annexure to the 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 EGM Notice through Electronic Mode:
In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures 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 EGM Notice will also be available on the Company's website www.apollo-micro.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, CDSL i.e. www.evotingindia.com and on the website of Company's Registrar and Transfer Agent, Bigshare Services Private Limited ("Bigshare") at www.bigshareonline.com
6. To support 'Green Initiative' for receiving all communication (including EGM Notice) 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
 - b) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
7. 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 csvenkateshreddy25@gmail.com with a copy marked to 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.

8. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before Friday, 4th November, 2022 to email id cs@apollo-micro.com. The same will be replied by the Company suitably.
9. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company cs@apollo-micro.com
11. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is **Bigshare Services Private Limited** (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:

M/s. Bigshare Services Private Limited
(Unit: Apollo Micro Systems Limited)
306, Right Wing, 3rd Floor, Amrutha Ville, Opp: Yashoda Hospital, Raj Bhavan Road,
Hyderabad - 500 082 (India)
Tel : 040-4014 4582,
Email: bsshyd@bigshareonline.com
Website: www.bigshareonline.com

12. 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.**
13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
14. 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.
15. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.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.
16. **CDSL e-Voting System - For e-voting and Joining Virtual meetings.**
 - a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, 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. 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 and May 05, 2020 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 MCA Circular No. 14/2020 dated April 08, 2020, 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, the Notice calling the EGM has been uploaded on the website of the Company at www.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 and 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.
- 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 **Wednesday, 9th November, 2022 (09:00 A.M. IST)** and ends on **Friday, 11th November, 2022 (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 **Friday, 4th November, 2022** 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 CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.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 e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the

	home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to 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 & 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 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 & 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 above mentioned website.

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

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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (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.
 - 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 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:

	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)	<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"> 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.

- (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 and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;

csvenkateshreddy25@gmail.com and 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 also 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 **4th November 2022, 11:59 P.M.** mentioning their name, demat account number/folio number, email id, mobile number at company email id cs@apollo-micro.com . The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance on or before **4th November 2022, 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. 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 or contact at toll free no. 1800 22 55 33

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

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

**Sd/-
Vitta Chaitanya Siva Shankar
Company Secretary and Compliance Officer**

Place: Hyderabad
Date: 13th October 2022

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE EXTRA-ORDINARY
GENERAL MEETING**

**[PURSUANT TO REGULATIONS 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL
STANDARDS ON GENERAL MEETINGS]**

Particulars	Mrs. Kavya Gorla
Director Identification Number (DIN)	06407238
Date of Birth / Age	19/07/1984 (38 Years)
Date of first appointment on the Board	13 th October 2022
Educational Qualification	Graduate degree in the field of Electronics and Communication Engineering
Experience (including expertise in specific functional areas) / Brief Resume	<p>Pursued flight training in Florida, United States of America. She has been a qualified pilot since 2007. She has extensive knowledge in the design and application of Airplane Aerodynamics, Airplane Engines, Avionics, and Radio Navigation Systems.</p> <p>She has industry experience working as a qualified pilot with Air Deccan, Kingfisher Airlines and Jet Airways. Her last flight assignment was with Jet Airways India Limited.</p> <p>She is presently pursuing entrepreneurial ventures in the manufacture of heavy engineering applications in the fields of Mining, Automobile, Oil and Gas, and Electrical Infrastructure.</p>
Directorships held in other companies	<ol style="list-style-type: none"> 1. Antares Industries LLP 2. Antares Forge Private Limited 3. Spitfire Forgings Private Limited
Memberships/ Chairmanships of committees across companies	Nil
Relationship with other Directors/Key Managerial Personnel	A distant relative of Mr. Karunakar Reddy Baddam, Managing Director of the Company.
No. of shares held in the Company either by self or on a beneficial basis for any other person	Nil

Explanatory Statement
[Pursuant to Sec. 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 ₹ 27.00 Crores only and it is proposed to increase the same by ₹ 9.00 Crores to make it Rs 36.00 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 is interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

ITEM 2: Issue of Convertible Equity Warrants on preferential basis to Promoter and certain identified non-promoter persons/entities

As required under Rule 13(2) (d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act 2013 and regulation 158 of Chapter V of the ICDR Regulations and as per Companies Act, 2013

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 13th October 2022, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants up to 1,01,00,070 (One Crore One Lakh and Seventy) Convertible Equity Warrants at a price of ₹ 186/- (Indian Rupees One Hundred and Eighty Six Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 187,86,13,020/- (Indian Rupees One Hundred and Eighty Seven Crores Eighty Six Lakhs Thirteen Thousand and Twenty Only) to Mr. Karunakar Reddy Baddam, Promoter and Managing Director of the Company and to certain other non-promoter persons/entities, for cash, on a preferential basis.

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

The Board of Directors in its meeting held on 13th October 2022, had approved the proposal of making preferential allotment of 1,01,00,070 (One Crore One Lakh and Seventy) Convertible Equity Warrants to Mr. Karunakar Reddy Baddam, Promoter and Managing Director of the Company and to certain other non-promoter persons/entities at a price of ₹ 186/- (Indian Rupees One Hundred and Eighty Six Only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 187,86,13,020/- (Indian Rupees One Hundred and Eighty Seven Crores Eighty Six Lakhs Thirteen Thousand and Twenty Only). The above said price is arrived at in accordance with the Chapter V of ICDR Regulations read with SEBI Circular dated 1st July, 2020 ("Issue Price") and convertible at the option of warrant holders in one or more tranches, within 18 (Eighteen) months from the date of allotment, into equal number of fully paid up Equity Shares of the Company of ₹ 10/- (Rupees Ten) 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 ₹ 187,86,13,020/- (Indian Rupees One Hundred and Eighty Seven Crores Eighty Six Lakhs Thirteen Thousand and Twenty Only) through issue of Convertible Equity Warrants on preferential basis to Mr. Karunakar Reddy Baddam, Promoter and Managing Director of the Company and to certain other non-promoter persons/entities. The Company shall utilize the proceeds from the preferential issue of Convertible Equity Warrants to fund the capital requirement for the purpose of capital expenditures, working capital requirements, investment in technology and for general

corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

(iv) 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 13th October, 2022, ("**Relevant Date**") (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is 12th November, 2022), to approve the proposed preferential issue.

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

Report of independent registered valuer:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of ₹ 186/- (Rupees One Hundred and Eighty Six only) of the Convertible Equity Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 13th October 2022, issued by Omnifin Valuation Services (OPC) Private Limited, independent registered valuer (IBBI Regd. No. UBBU/RV/01/2018/10339 and RVM No. RVOESMA/RVM/2020/0045, having office at Diamond Arcade, #313, 68 Jessore Road, Kolkata – 700055 and bearing CIN: U74999WB2021OPC242865), in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://apollo-micro.com/wp-content/uploads/2022/10/REGISTERED-VALUER-CERTIFICATE.pdf>

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 90 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.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

It is to be noted that nothing mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

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 ₹ 185.95 (Rupees One Hundred Eighty Five and Paise Ninety Five only). In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 186/- (Rupees One Hundred and Eighty Six Only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

(vi) 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

The Convertible Equity Warrant shall be issued to Mr. Karunakar Reddy Baddam, Promoter and Managing Director, Mr. Addepalli Krishna Sai Kumar, Whole time Director of the Company (Operations), Mr. Chandrapati Venkata Siva Prasad, Whole time Director (Technical) and Mr. Vitta Chaitanya Siva Shankar, Company Secretary 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 on conversion 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.

(vii) Timeframe within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of Warrants 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.

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

Sl. No.	Particulars	Pre-issue shareholding#		Post issue shareholding *	
		No. of shares	% to total shareholding	No. of shares	% to total shareholding
A	To Mr. Karunakar Reddy Baddam, Promoter and Managing Director of the Company and to certain other non-promoter group persons Shareholding				
	Individuals	1,22,71,690	59.10	1,68,92,290	54.73
	Promoter Group	10	negligible	10	negligible
	Total (A)	1,22,71,700	59.10	1,68,92,300	54.73
B	Non Promoter shareholding				
1	Institutional	1,48,149	0.71	32,48,149	10.52
2	Non-institutions				
	Individuals				
	Individual shareholders holding nominal share capital upto ₹ 2 lakhs	62,68,224	30.19	62,68,224	20.31
	Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	6,00,123	2.89	22,79,593	7.39
	Others	14,75,690	7.11	21,75,690	7.05
	Total (B)	84,92,186	40.90	1,39,71,656	45.27
	Total (A) + (B)	2,07,63,886	100.00	3,08,63,956	100.00

The pre-issue Share Holding Pattern is as per the share holding pattern as on September 30, 2022.

* 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 the share holder of the Company

(ix) 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:

Sl 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 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	Baddam Karunakar Reddy	NA	Promoter	1,22,71,690	59.10	46,20,600	1,68,92,290	54.73	Promoter

2	Chattishgar h Investment s Limited	Kamal Kishore Sarada, India	Non- Promoter	-	-	3,00,000	3,00,000	0.97	Non- Promoter
3	Nexpact Limited, Mauritius	Saleem Aziz Habib Al Balushi, Oman	Non- Promoter	-	-	19,00,000	19,00,000	6.16	Non- Promoter
4	Ten Eighty Investment s	Nidhi Thakkar, India	Non- Promoter	-	-	1,00,000	1,00,000	0.32	Non- Promoter
5	Pinky Raheja	NA	Non- Promoter	-	-	1,00,000	1,00,000	0.32	Non- Promoter
6	Sharad Goel	NA	Non- Promoter	-	-	1,00,000	1,00,000	0.32	Non- Promoter
7	Adiraju Rajendra Prasad	NA	Non- Promoter	-	-	2,00,000	2,00,000	0.65	Non- Promoter
8	Akash Tapadia	NA	Non- Promoter	-	-	75,000	75,000	0.24	Non- Promoter
9	Poonam Tapadia	NA	Non- Promoter	-	-	75,000	75,000	0.24	Non- Promoter
10	Prateek Tapadia	NA	Non- Promoter	-	-	1,00,000	1,00,000	0.32	Non- Promoter
11	Vishal Joshi	NA	Non- Promoter	-	-	50,000	50,000	0.16	Non- Promoter
12	Maybank Securities Pte. Ltd	N.A (Majority owned by Government of Malaysia)	Non- Promoter	-	-	12,00,000	12,00,000	3.89	Non- Promoter
13	Aditya Kumar Halwasiya	NA	Non- Promoter	-	-	5,00,000	5,00,000	1.62	Non- Promoter
14	Wow Investment s	Amit Goel, India	Non- Promoter	-	-	2,00,000	2,00,000	0.65	Non- Promoter
15	Hypotenus e Investment s	Suman Nathani, India	Non- Promoter	-	-	1,00,000	1,00,000	0.32	Non- Promoter
16	P Anitha	NA	Non- Promoter	-	-	50,000	50,000	0.16	Non- Promoter
17	Addepalli Krishna Sai Kumar	NA	Non- Promoter	42,321	0.20	1,75,400	2,17,721	0.71	Non- Promoter
18	Chandrapa ti Venkata Siva Prasad	NA	Non- Promoter	50,082	0.24	29,000	79,082	0.26	Non- Promoter
19	Tej Deep G	NA	Non- Promoter	-	-	32,035	32,035	0.10	Non- Promoter
20	Y Abheesht Reddy	NA	Non- Promoter	-	-	40,000	40,000	0.13	Non- Promoter
21	Y Aashish	NA	Non- Promoter	-	-	32,035	32,035	0.10	Non- Promoter
22	Kumar Madasa	NA	Non- Promoter	-	-	33,000	33,000	0.11	Non- Promoter
23	Madhukar Goti	NA	Non- Promoter	-	-	15,000	15,000	0.05	Non- Promoter

24	Sunil Kumar Chiluveru	NA	Non-Promoter	7,000	0.03	63,000	70,000	0.23	Non-Promoter
25	Venkatesh Datla	NA	Non-Promoter	-	-	5,000	5,000	0.02	Non-Promoter
26	Vitta Chaitanya Siva Shankar	NA	Non-Promoter	750	0.004	5,000	5,750	0.02	Non-Promoter

Notes:

#The post issue share holding 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 October 13, 2022.

(x)Change in control, if any in the Company that would occur consequent to the preferential offer:

Upon the issuance and allotment of the Warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.

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

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the 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 ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant Holder.

(xii)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:

None.

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

Not Applicable

(xiv) Lock-in period:

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

(xv)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 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.

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

Mr. Karunakar Reddy Baddam and Ms. Srilakshmi Reddy Vangeti belong to the promoter and promoter group of the Company as on date of this Notice. Further, upon the issuance and allotment of the warrants, they will continue to be categorized members of the promoter group of the Company.

Mr. Addepalli Krishna Sai Kumar, Mr. Sudarshan Chiluveru, Mr. Chandrapati Venkata Siva Prasad and Mr. Vitta Chaitanya Siva Shankar, KMPs of the Company are existing shareholders and are categorized as public shareholders as on date of this Notice. Further, upon the issuance and allotment of the warrants, they will continue to be categorized as public shareholders of the Company. Upon the issuance and allotment of the warrants Mr. Addepalli Krishna Sai Kumar, Mr. Chandrapati Venkata Siva Prasad and Mr. Vitta Chaitanya Siva Shankar, KMPs of the Company will be categorized as a public shareholder of the Company.

Mr. Sunil Kumar Chiluveru is an existing shareholder and is categorized as public shareholders as on date of this Notice. Upon the issuance and allotment of Warrants Mr. Sunil Kumar Chiluveru will be categorized as a public shareholder of the Company.

Upon the issuance and allotment of the Warrants, Chattishgarh Investments Limited, Nexfact Limited, Mauritius, Ten Eighty Investments, Ms. Pinky Raheja, Mr. Sharad Goel, Mr. Adiraju Rajendra Prasad, Mr. Akash Tapadia, Ms. Poonam Tapadia, Mr. Prateek Tapadia, Mr. Vishal Joshi, Maybank Securities Pte. Ltd., Mr. Aditya Kumar Halwasiya, Wow Investments, Hypotenuse Investments, Ms. P. Anitha, Mr. Tej Deep G, Mr. Y Abheesht Reddy, Mr. Y Aashish, Mr. Kumar Madasa, Mr. Madhukar Goti and Mr. Venkatesh Datla will be categorized as a public shareholder of the Company

(xvii) 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 except making certain disclosures to Stock Exchanges.

(xviii) Practicing Company Secretary Certificate:

A certificate from Dola Shantha Rao (Membership No. 62093 and CP No.: 23105), Practicing Company Secretary, certifying that the preferential issue of Warrants is being made in accordance with requirements of 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/2022/10/PCS-COMPLIANCE-CERTIFICATE.pdf>

(xix) 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 ICDR Regulations is not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the 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 and;
- viii. The Proposed Allottees and the promoter and promoter group has not sold 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. No person belonging to the promoters / promoter group has previously subscribed to any 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. Chandrapati Venkata Siva Prasad, Whole time Director (Technical) and Mr. Vitta Chaitanya Siva Shankar, Company Secretary of the Company, to the extent of their respective share holding, 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 Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 2 to be approved by Special Resolution of the Members.

ITEM 3: Regularization of Additional Director, Mrs. Kavya Gorla (DIN: 06407238) as Non-Executive and Non-Independent Director of the Company.

Mrs. Kavya Gorla was first inducted to the Board at the Board Meeting held on 13th October 2022 and in the same meeting she was appointed as the Additional Director. In terms of Section 161(1) of the Companies Act, 2013. The consent of the Members of the Company has to be taken within 90 days from the date of appointment. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for appointment as a Director of the Company. The Board is of the view that the appointment of Mrs. Kavya Gorla on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution No 3 for approval by the members of the Company.

Except Mr. Karunakar Reddy Baddam, Promoter and Managing Director 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.

The board recommends the said resolution No. 3 to be passed as an ordinary resolution.

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

**Sd/-
Vitta Chaitanya Siva Shankar
Company Secretary and Compliance Officer**

Place: Hyderabad
Date: 13th October 2022