

Date: 25th August, 2018

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 21st Annual General Meeting of the Company as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that pursuant to Section 96 of the Companies Act, 2013 and rules made there under, Regulation 30 and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the 21st Annual General Meeting of the Company will be held at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, Red Hills, Hyderabad -500 004, Telangana, on Thursday, the **September 20, 2018** at 9.00 A.M. to transact, the businesses as set out in the Notice.

A copy of Notice calling 21st Annual General Meeting, which is being sent to the shareholders, is enclosed. The Annual General Meeting Notice is also available on the Company's Website: <http://apollo-micro.com/investors/>

Request you to kindly take on record the information and disseminate the same.

Thanking You

Yours Faithfully

For Apollo Micro Systems Limited

**V C SIVA
SHANKAR**

Digitally signed by V C SIVA SHANKAR
DN: cn=V C SIVA SHANKAR, c=IN,
st=ANDHRA PRADESH, o=Personal,
serialNumber=edf086900ed96a3e785ce
eb26790993626934585a857cca4a937eb96
2a80d
Date: 2018.08.25 18:11:44 +05'30'

Vitta Chaitanya Siva Shankar

Company Secretary & Compliance Officer

Encl: As mentioned above.

APOLLO MICRO SYSTEMS LIMITED

Regd. Off: Plot No. 128/A, Road No. 12, BEL Road, 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: U72200TG1997PLC026556

APOLLO MICRO SYSTEMS LIMITED

(Formerly Known as Apollo Micro Systems Private Limited)

CIN: U72200TG1997PLC026556

Registered Office: Plot No 128/A, Road No. 12, BEL Road IDA Mallapur,

Uppal Mandal, Rangareddy, Hyderabad, Telangana 500076

Tel. No. 91 40 27167000 • Fax No. 91 40 21750820

Website: www.apollo-micro.com • E-mail: cs@apollo-micro.com

NOTICE

Dear Member,

"Notice is hereby given that the Twenty First (21st) Annual General Meeting of the Members of **Apollo Micro Systems Limited** will be held at KLN Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, Red Hills, Hyderabad - 500 004, Telangana, (Location of which is given in page No. 111) on Thursday, the **September 20, 2018** at 9.00 A M to transact the following business

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sri Lakshmi Reddy Vangeti [DIN 0275767], who retires by rotation and, being eligible, offers herself for re-appointment and in this connection to consider and if deemed fit, to pass the following Resolution as an Ordinary Resolution:
"**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 Mrs. Sri Lakshmi Reddy Vangeti, having [DIN 0275767], be and is hereby re-appointed as a Director of the Company, who is liable to retire by rotation."
3. To ratify the appointment of M/s. S T Mohite & Co., Chartered Accountants, G-5, B-Block, Paragon Venkatadri Apartments, 3-4-812, Street No 1. Barkatpura, Hyderabad-500027(having its Firm Registration Number – 011410S) as Statutory Auditors of the Company pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, who was appointed in the previous Annual General meeting held for a period of five (5) years (Financial Year 2017-18 to 2021-22) to hold office until the conclusion of the 25th Annual General Meeting of the company, at such remuneration, reimbursement of out of pocket expenses and other terms and conditions, as may be approved by the Board of Directors of the Company.

SPECIAL BUSINESS

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

"**RESOLVED** that Mrs. Karunasree Samudrala (DIN: 06960974), who was appointed as an Additional Director of the Company with effect from May 29, 2018 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and Article 82 of the Articles of Association of the Company, but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from herself proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company."

"**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act read with Schedule IV of the Act (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, the appointment of Mrs. Karunasree Samudrala (DIN: 06960974), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 29, 2018 up to May 28, 2023 be and is hereby approved.

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

Place: Hyderabad
Date: August 09, 2018

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

Notes:

- a. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the business under item no. 4 set out above is annexed hereto.**
- b. Details of Directors seeking appointment/re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India in respect of directors seeking appointment / re-appointment at this Annual General Meeting ("AGM"/ "the meeting") is annexed hereto.
- c. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September, 17, 2018 to Thursday, September 20, 2018 (both days inclusive) for the purpose of Annual General Meeting.
- d. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- e. The duly completed and signed instrument appointing a proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than forty-eight hours before the time for holding the AGM. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization.
- f. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- g. The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Act, the Register of Contracts or Arrangement in which the Directors are interested as maintained under Section 189 of the Act and relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting and also at the venue during the meeting.
- h. The Company's Registrar and Transfer Agents for its share registry work (Physical and Electronic) are **Bigshare Services Private Limited** (herein after referred to as "RTA").
- i. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013.
- j. Members are requested to-
 - a. 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.
 - b. 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).
 - c. Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
 - d. **Dematerialize their 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.**
- k. The route map for the AGM Venue is annexed.
- l. Only bona fide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- m. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting
- n. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote
- o. Members/Proxies attending the Meeting are requested to complete and bring the Attendance Slip enclosed with the Annual Report, duly filled in & signed, and hand over the same at the entrance of the meeting hall.
- p. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details.

q. **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.**

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

As per Section 124(6) of the Act read with the IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account. In case the dividends are not claimed by the respective shareholders, necessary steps will be initiated by the Company to transfer shares held by the members to IEPF along with dividend remaining unpaid/unclaimed thereon.

Members may please note that in the event of transfer of such shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF authorities by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

s. **In order to save the natural resources Members are requested to register their e-mail address/ addresses and Bank Account details with the Depository Participants, if the shares are held in dematerialized form and with the Company's Registrar and Transfer Agents, if the shares are held in physical form, in case you have not registered your email ids till now.**

t. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The remote e-voting period commences on Monday, September 17, 2018 (9:00 am) and ends on Wednesday, September 19, 2018 (5:00pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 14, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting after September 19, 2018(5:00pm). Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through electronic means.

A copy of this notice has been placed on the website of the Company (www.apollo-micro.com) and the website of CDSL (www.evotingindia.com).

Datla Venkatesh, Practicing Company Secretary (ACS: 36504 CP: 14074) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.apollo-micro.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

The process and manner for remote e-voting is as under:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number which is printed on e-voting form.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Apollo Micro Systems Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvi) If a demat account holder has forgotten the changed 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.

- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. Them-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

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- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at help section or write an email to helpdesk.evoting@cdslindia.com.
- (xx) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., **Friday September 14, 2018**.

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

Place: Hyderabad
Date: August 09, 2018

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

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The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), given hereunder sets out all material facts relating to the special business mentioned at Item No. 4 of the accompanying Notice dated August 09, 2018

Item No. 4

On the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on May 29, 2018 Mrs. Karunasree Samudrala [DIN: 06960974] was appointed as an Additional Director of the company in the capacity of Non Executive Independent Director .

Further, the Board at its meeting held on August 09, 2018 has recommended the appointment of Mrs. Karunasree Samudrala [DIN: 06960974] as an Independent Director of the Company for a period of five years from May 29, 2018, for the approval of the shareholders.

Mrs. Karunasree Samudrala is a Fellow Member of the Institute of Chartered Accountants of India and a Commerce Graduate from Kakatiya University, Telangana, having approx. 20 years of experience in handling Corporate Audits – Statutory, Internal and Tax Audits, FMCG, stock market, Bank Audits etc., working and Liaisoning with Statutory Auditors, Income Tax Authorities and handling Investor Relationship Management. She is a Certified Independent director from Institute of Independent directors. She also holds various certifications like International Financial Reporting Standards (IFRS), Certified Internal Auditor (CIA), and Concurrent Audit of Bank from Institute of Chartered Accountants of India (ICAI).

The Company has received from Mrs. Karunasree Samudrala (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act (iv) and an amount of ₹ 1,00,000 deposit as per the provisions of section 160 of the Companies act 2013.

Mrs. Karunasree Samudrala, being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director of the Company for a term of five consecutive years from May 29, 2018 up to May 28, 2023 in compliance with Section 149 of the Act read with Schedule IV to the Act. Pursuant to the provisions of Section 160 (1) of the Act, the Company has received notice from herself signifying her intention to be appointed as a Director.

In the opinion of the Board of Directors, Mrs. Karunasree Samudrala, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations and she is independent of the Management. She does not hold any shares in the Company in her individual capacity or on a beneficial basis for any other person. A copy of the draft letter of appointment of Mrs. Karunasree Samudrala as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day except Saturdays up to the date of the AGM.

Except for Mrs. Karunasree Samudrala and/or her relatives, no other Director, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS]

Particulars	Mrs. Lakshmi Reddy Vangeti	Mrs. Karunasree Samudrala
Director Identification Number (DIN)	02757567	06960974
Date of Birth / Age	20/06/1974 (44 Years)	01/07/1972 (46 Years)
Date of first appointment on the Board	April 01, 1999	May 29, 2018
Educational Qualification	Bachelor's degree in Science from Osmania University.	Fellow Member of the Institute of Chartered Accountants of India and a Commerce Graduate
Experience (including expertise in specific functional areas) / Brief Resume	She has experience in human resources and management.	She has a 20 years of experience in handling Corporate Audits – Statutory, Internal and Tax Audits, FMCG, stock market, Bank Audits etc., working and Liaisoning with Statutory Auditors, Income Tax Authorities and handling Investor Relationship Management.
Directorships held in other companies	Nil	Roopa Industries Limited
Memberships/ Chairmanships of committees across companies	Apollo Micro Systems Limited-Member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee	Roopa Industries Limited- Member of Audit Committee. <i>(Apollo Micro Systems Limited-Chairman of Audit Committee.</i> <i>Apollo Micro Systems Limited-Chairman of Nomination & Remuneration Committee</i> <i>Apollo Micro Systems Limited-Member of Risk Management Committee)*</i> <i>* w.e.f. August 09, 2018</i>
Relationship with other Directors/Key Managerial Personnel	Related to the Managing Director of the Company.	Not related to any Director / Key Managerial Personnel of the Company.
No. of shares held in the Company either by self or on a beneficial basis for any other person	Ten (10) Equity shares	Nil

For details regarding the number of meetings of the Board/Committees attended by the above Directors during the year and remuneration drawn/sitting fees received, please refer to the Boards' Report and the Corporate Governance Report forming part of the Annual Report.

In terms of the provisions of Section 152(6) of the Act, Mrs. Lakshmi Reddy Vangeti (DIN: 02757567), retires by rotation at the meeting. The Board of Directors recommends her re-appointment.

APOLLO MICRO SYSTEMS LIMITED

(Formerly Known as Apollo Micro Systems Private Limited)

CIN: U72200TG1997PLC026556

Registered Office: Plot No 128/A, Road No. 12, BEL Road IDA Mallapur,

Uppal Mandal, Rangareddy, Hyderabad, Telangana 500076

Tel. No. 91 40 27167000 • Fax No. 91 4021750820

Website: www.apollo-micro.com • E-mail: cs@apollo-micro.com

Attendance Slip

(To be presented at the entrance)

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the TWENTY FIRST ANNUAL GENERAL MEETING of the Company at K L N Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, Red Hills, Hyderabad -500004 Telangana, at 9.00 a.m. on Thursday, the September 20, 2018.

.....
Full name of the Shareholder Signature

(In block capitals)

Folio No. /DP ID No.*& Client ID No.*

* Applicable for members holding shares in electronic form.

.....
Full name of the Shareholder Signature

(In block capitals)

NOTE:

- i. Shareholder/Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting
- ii. Corporate Shareholders shall submit authorization letter and Board Resolution authorizing their representative to attend the Annual General Meeting.

APOLLO MICRO SYSTEMS LIMITED

(Formerly Known as Apollo Micro Systems Private Limited)

CIN: U72200TG1997PLC026556

Registered Office: Plot No 128/A, Road No. 12, BEL Road IDA Mallapur,

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Tel. No. 91 40 27167000 • Fax No. 91 4021750820

Website: www.apollo-micro.com • E-mail: cs@apollo-micro.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read along with Rule 19(3) of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the member (s)	
Registered Address	
E-mail Id	
Folio No.	
Client Id	
DP ID	

* Applicable for investors holding shares in electronic form.

I / We, being the Member(s) holding Shares of Apollo Micro Systems Limited, hereby appoint:

- Name :

Address :

E-mail Id :

Signature : or failing him/her
- Name :

Address :

E-mail Id :

Signature : or failing him/her
- Name :

Address :

E-mail Id :

Signature : or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First Annual General Meeting of the Company to be held on Thursday, September 20, 2018 at 9.00 a.m. at K L N Prasad Auditorium, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, Federation House, Red Hills, Hyderabad -500004 Telangana and at any adjournment thereof in respect of such resolutions as are indicated hereinafter:

Description of Resolution	Type of Resolution	For	Against
1. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary		
2. To appoint a Director in place of Mrs. Sri Lakshmi Reddy Vangeti (DIN: 02757567) who, retires by rotation and being eligible, offers herself for re-appointment	Ordinary		
3. Ratification of Appointment of Statutory Auditor	Ordinary		
4. Appointment of Mrs. Karunasree Samudrala (DIN: 06960974) as a Director and as an Independent Director.	Ordinary		

Signed this day of 2018

Affix
Revenue
Stamp

Signature of Member: Signature of Proxy holder

NOTES:

1. A Member may vote 'For' or 'Against' each resolution. Please put a ✓ in the Box in the appropriate column either 'For' or 'Against' the respective resolutions. If you leave the 'For' or 'Against' column blank in respect of any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at Plot No 128/A, Road No. 12, BEL Road IDA Mallapur, Uppal Mandal, Rangareddy, Hyderabad, Telangana 500076, not less than 48 hours before the commencement of the Meeting.

Those Members who have multiple folios with different joint holders may use copies of this Proxy Form.

ROUTE MAP TO AGM VENUE



FTAPCCI (The Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry), Federation House, 11-6-841, Red Hills, Hyderabad-500004

Landmark: Near ICAI Bhawan

NOTE: "NO GIFTS COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING"