Notice of the 40th Annual General Meeting

Notice is hereby given that the fortieth (40th) Annual General Meeting of Apollo Finvest (India) Limited will be held on Thursday, September 17, 2026, at 11:30 A.M. IST through Video Conferencing or Other Audio-Visual Means, to transact the following businesses:

Ordinary Businesses:

1. Adoption of Audited Financial Statements

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors' and Auditors' thereon, be and are hereby received, considered and adopted."

2. Re-appointment of Director in the place of retiring Director

To consider the appointment of a Director in place of Mr. Mikhil Innani (DIN: 02710749), who retires by rotation and being eligible, offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, other applicable provisions of law and regulations, including any amendments, modifications, variations or re-enactments to any of the aforesaid from time to time, Mr. Mikhil Innani (DIN: 02710749), who retires by rotation at this meeting and upon being eligible for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Special Businesses:

3. Approval for Borrowings through Issue of Non-Convertible Debentures on Private Placement Basis

To consider and, if thought fit, to pass the following Resolution as **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 179, 180 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 as amended from time to time (the Rules), and pursuant to SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 as amended from time to time and other applicable SEBI Rules and Regulations, as amended from time to time and subject to the provisions of relevant Reserve Bank of India (RBI) Directions, Rules and Regulations, and further subject to the provisions of any other applicable statutes, regulations, if any, subject to the provisions of the Memorandum & Articles of Association of the Company and subject to the approval, consent, permission, exemption and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions, as may be prescribed by any of them while granting any such approval, consent, permission, exemption or sanction, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised on behalf of the Company to issue, offer and allot secured, unsecured, listed and/or unlisted Non-Convertible Debentures ("the Debentures") including subordinated Debentures qualifying as Tier-II debt in terms of the relevant RBI Regulations, up to Rs. 100 Crores (Rupees One Hundred Crores only), during the period of Twelve months from the date of passing of this resolution, to the eligible investors on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit and wherever necessary, in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and/or any other agency(ies) which the Board may deem fit and appropriate, however at any given point of time the aggregate limit of funds raised/ to be raised by the Company, including issue of Debentures shall not exceed the overall borrowing limits of Rs. 500 Crores (Rupees Five Hundred Crores only) as approved by the members of the Company at the Annual General Meeting of the Company held on September 26, 2019, or such other limit as may be approved by the Members from time to time.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board to create, in addition to the existing charges, mortgages, hypothecations or securities, if any, such further charge(s), mortgage(s), hypothecation(s) or security(ies), on all or any of the movable and/ or immovable properties of the Company, both present and future, and/or on the whole or substantially the whole of the undertaking(s) of the Company, including the present and/or future receivables and book debts of the Company, in such form and manner and with such ranking as the Board may deem fit, in favour of banks, financial institutions, debenture trustees, security trustees and/or other lenders, for the purpose of securing the Debentures referred to above and/or any other borrowings of the Company, together with interest, additional interest, liquidated damages, costs, charges and expenses and all other monies payable by the Company in respect thereof, provided that the aggregate amount for which such charge, mortgage, hypothecation or security is created shall not, at any time, exceed the overall borrowing limit of Rs. 500 Crores (Rupees Five Hundred Crores only) as approved by the Members of the Company at the Annual General Meeting held on September 26, 2019, or such other limit as may be approved by the Members from time to time.

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

4. Material Related Party Transaction with Directors/Promoters of the Company

To consider and, if thought fit, to pass the following Resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to Regulations 2(1) (zc), 23 (4) and any other applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the approval and recommendation of the Audit Committee and the Board of Directors of the Company, and subject to such other approvals, consents, permissions, and sanctions of any authorities as may be necessary, the consent of the shareholders be and is hereby accorded to enter into a material related party transaction(s) with the Directors and Promoters of the Company on such terms and conditions as set out in the explanatory statement annexed to the notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to finalize, settle, and execute such documents, deeds, writings, papers, and/or agreements as may be required, and to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred hereinabove to any Director(s) or any other Officer(s)/ Authorised Representative(s) of the Company, to give effect to the aforesaid resolution."

5. To appoint M/s. Pranay D. Vaidya & Co. as Secretarial Auditor of the Company and to fix their Remuneration

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** as recommended by the Audit Committee and the Board of Directors of the Company pursuant to provisions of Sections 179(3) and 204 of the Companies Act, 2013 read with the rules made thereunder, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Pranay D. Vaidya & Co. (Membership number: A40530 and Certificate of Practice number: 24339) as a Secretarial Auditor of the Company to hold office for five financial years from the financial year 2026-27 to the financial year 2030-31 at such

remuneration and out of pocket expenses as may be determined between the Board of Directors and a Secretarial Auditor, based on the recommendation of the Audit Committee."

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

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

Place: Mumbai
Date: August 14, 2026

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

Registered Office:
301, Plot No. B-27,Commerce Centre, Off New Link Road,
Near Morya House, Andheri West, Mumbai, Maharashtra 400053
CIN: L51900MH1985PLC036991
Phone: 7700986861
Email: info@apollofinvest.com
Website: www.apollofinvest.com

Notes:

1.The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/ CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirement) Regulation,

2015 ("Listing Regulations") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.

2.In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and MCA Circulars, the 40th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC/ OAVM on Thursday, September 17, 2026, at 11:30 A.M. (IST). The proceedings of AGM are deemed to be conducted at the Registered Office of the Company situated at 301, Plot No. B-27, Commerce Centre, Off New Link Road, Near Morya House, Andheri West, Mumbai – 400053.

3.The relevant details pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), in respect of item no. 2 of this Notice is attached herewith as **Annexure - A.**

4.The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 ("the Act") and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of Special Business under Items No. 3, 4, 5 of the accompanying Notice is annexed hereto. The Company has received relevant disclosure/consent from the Directors seeking appointment/re-appointment.

5.Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 40th AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

6.Institutional/Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Company at compliance@apollofinvest.com, with a copy marked to the Scrutinizer at pranay@pdvandco.in

7.The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

ELECTRONIC DISPATCH OF ANNUAL REPORT:

8.Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular"), the Notice calling the 40th AGM along with the Annual Report for the Financial Year ended March 31, 2026, inter alia indicating the process and manner of remote e-voting, is being sent by email to the email addresses of the Members as registered with Depositories/Registrar and Share Transfer Agent.

9.The Notice convening the AGM is also available on the Company's website at www.apollofinvest.com, on the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com, and on the website of Central Depository Services (India) Limited (CDSL) at www.cdslindia.com

10. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, August 21, 2026, have been considered for the purpose of sending the Notice of AGM and the Annual Report.

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations and relevant MCA Circulars read with SEBI Circular No. SEBI/HO/CFD/CMD/ CIR /P/2020/242 dated December 09, 2020, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system (e-voting from a place other than venue of the AGM) ("remote e-voting") as well as e-voting during the proceedings of the AGM ("e-voting at the AGM") will be provided by CDSL.

Remote E-voting period

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

Commencement	Monday, September 14, 2026, at 09:00 A.M. (IST)
Conclusion	Wednesday, September 16, 2026, at 05:00 P.M. (IST)

12. The Company has fixed Thursday, September 10, 2026, as the "Cut-off date" for identifying the Members who shall be eligible for participation in the AGM through VC/OAVM facility and voting either through remote e-voting during the remote e-voting period or through e-voting during 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 shall be entitled to attend the AGM and to vote on the resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-voting or e-voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date. A person who is not a member as on the cut-off date should treat the Notice of this AGM for information purposes only.

13. The Members can join the AGM 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 AGM through VC/OAVM will be made available for 1,000 members on a 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 AGM without restriction on account of a first-come, first-served basis.

14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

15. The Board of Directors has appointed Mr. Pranay Vaidya (M/s. Pranay D. Vaidya and Co.) Company Secretaries in Practice having Membership No.: A40530 and Certificate of Practice No.: 24339, as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.

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

We would further like to draw your attention to SEBI Master Circular HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026. Accordingly, while processing service requests in relation to:

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

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

16. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

17.As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at https://web.in.mpms.mufg.com/KYC-downloads.html. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.

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

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

All the aforesaid forms can be downloaded from the website of the Company at: https://www.apollofinvest.com and from the website of the RTA at https://web.in.mpms.mufg.com/KYC-downloads.html

19. The Company has also sent the letters to the Shareholders of the Company holding shares in physical form at their registered addresses, on May 18, 2023, to furnish PAN, KYC details and Nomination pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, read with clarification issued by SEBI Circular SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and the SEBI Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026, which was issued on February 06, 2026.

20. The shareholders may through In-person Verification by producing the original to the authorized person of the RTA, who will retain copies of the document(s) or may furnish original/ photocopies of relevant documents (duly self-attested) with date to RTA i.e. MUFG Intime at their registered address:

MUFG Intime India Private Limited
(Formerly known as "Link Intime India Private Limited")

C-101,247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai- 400083
TEL: 022-49186270
Email: rnt.helpdesk@in.mpms.mufg.com

The Instructions for Members for remote E-voting and joining the General Meeting are as under:

a. The voting period begins on September 14, 2026 at 09:00 A.M. and ends on September 16, 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 10, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

d. 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.

e. 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.

f. 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**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.
	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, 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 cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

	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. 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**	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.
	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.
	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia. com or contact at toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2:

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

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

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

- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. 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.

b. After entering these details appropriately, click on “SUBMIT” tab.

c. 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.

d. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

e. Click on the EVSN for the relevant Apollo Finvest (India) Limited on which you choose to vote.

f. 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.

g. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

h. 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.

i. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

j. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

k. 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.

l. There is also an optional provision to upload BR/POA if any is uploaded, which will be made available to the scrutinizer for verification.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; pranay@pdvandco.in and compliance@apollofinvest.com, 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 AGM/EGM Through VC/OAVM & E-Voting during meeting are as under:

1. The procedure for attending the meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend the meeting will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

4.Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow cameras and use the Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. 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 at least ten days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@apollofinvest.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance ten days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@apollofinvest.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/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/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM 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), AADHAAR (self attested scanned copy of Aadhaar 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 AGM & 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 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, 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 at toll free no. 1800 21 09911

Explanatory Statement

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

Item No. 3
Approval for Borrowings through Issue of Non-Convertible Debentures on Private Placement Basis

In order to meet the fund requirements, the Company proposes to issue and allot, from time to time, secured/ unsecured/ or Tier-II subordinated Non-Convertible Debentures (NCDs) on a private placement basis, in one or more tranches, to the eligible investors in accordance with the provisions of Sections 42 and 71 and all other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 ("Rules"), SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, relevant provisions of the Reserve Bank of India (RBI) Directions, rules and regulations up to an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only).

As on the date of this notice, the aggregate outstanding borrowings of the Company stood at Rs. 15 Crores as against the overall borrowing limit of Rs. 500 Crores (Rupees Five Hundred Crores only) approved by the Members at the Annual General Meeting held on September 26, 2019, thereby providing sufficient headroom for the proposed issuance of Non-Convertible Debentures up to Rs. 100 Crores (Rupees One Hundred Crores only) under this Resolution, within the said overall borrowing limit.

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

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

Particulars of offer including date of passing of Board Resolution	A Resolution for issue of NCDs on a Private Placement Basis for a value not exceeding Rs. 100 Crore (Rupees Hundred Crores only), in one or more tranches, had been passed by the Board in its meeting held on August 14, 2026. The Board shall determine specific terms and conditions of the offer at the time of issuance of respective series/tranche of NCDs.
Kinds of Securities offered and the price at which security is being offered	Secured/ unsecured/ listed and/or unlisted Non-Convertible Debentures. Issue Price of NCDs shall be determined at the time of issue of respective series/ tranche of NCDs and each tranche may be issued at par or premium or discount depending upon the market scenario and various other factors impacting the price of NCDs in general. The Directors recommend the resolution at item no. 3 of the accompanying Notice for the approval of the Members by way of Special Resolution.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable
Name and address of valuer who performed valuation	Not Applicable
Amount which the company intends to raise by way of such securities	Amount aggregating up to Rs. 100 Crores (Rupees Hundred Crores only) in one or more tranches.

Material terms of raising such securities, proposed time schedule, purpose or objects of offer, principal terms of assets charged as securities	The terms of each NCD offer will be decided within one year from the resolution date through discussions with investors. Details will be disclosed in each private placement offer and application letter. The Board or its appointed Committee will determine the terms at the time of issuance.
Contribution being made by the promoters or Director either as part of offer or separately in furtherance of objects	NIL

Additionally, Section 180(1)(a) of the Companies Act, 2013 provides that the Board of Directors shall not, without the consent of the Members by way of a Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The creation of a charge, mortgage, hypothecation or other security interest on the movable and/or immovable properties, and/or on the present or future receivables/book debts, of the Company, in favour of lenders, debenture trustees and/or security trustees, for the purpose of securing the Debentures referred to above and/or the Company's other borrowings, is regarded as being covered within the scope of Section 180(1)(a) of the Act, since the Company, being a Non-Banking Financial Company, its receivables/book debts constitute a substantial part of its undertaking. Approval of the Members is therefore also sought under Section 180(1)(a) of the Act, as set out in the Resolution above, to enable the Board to create such charge(s), mortgage(s), hypothecation(s) or security(ies), up to the overall borrowing limit of Rs. 500 Crores (Rupees Five Hundred Crores only) approved by the Members at the Annual General Meeting held on September 26, 2019.

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

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

The Board recommends the Resolution at Item No. 3 of the accompanying Notice, for the approval of the Members by way of Special Resolution.

Item No. 4
Material Related Party Transaction

Apollo Finvest (India) Limited, is a Base layer Non-Banking Financial Company (NBFC), as per Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 is actively engaged in the business of Digital Lending in strict adherence to the Reserve Bank of India (Non-Banking Financial Companies – Credit Facilities) Directions, 2025 and any other applicable regulations. As a regulated entity, the company is required to maintain sufficient working capital to sustain its lending operations. In pursuit of this objective, the management has resolved to raise debt through various channels, one of which involves securing debt from its promoters and directors.

The management has provided the Audit Committee with relevant details of the proposed RPT, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the Related party transaction, subject to compliance with the borrowing limits prescribed under the Companies Act, 2013, or any other relevant provisions and approval by the Members at the ensuing Annual General Meeting. This decision is made in accordance with the provisions of the Act and is aimed at ensuring that the company remains well-capitalized to continue its lending activities efficiently.

This resolution aligns with the statutory requirements and internal policies of the company, ensuring that all debt-raising activities are conducted within the legal framework and regulatory guidelines set forth by the governing authorities.

The Company proposes to enter into a material related party transaction with the Directors and Promoters of the Company for availing an unsecured loan. Further the aforesaid omnibus approval shall be valid up to the date of next AGM subject to maximum of 40 Crore in the FY 2026-27 and FY 2027-28. The details of the proposed transaction as required pursuant to SEBI Master Circular No SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as follows:

Particulars	Details of the Transaction
Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs	
i. Type of Transaction	Loan from Directors/Promoters
ii. Material terms and particulars of the proposed transaction	a. The transaction involves taking an unsecured loan of up to Rs. 40 Crores from the Directors and Promoters of the Company. b. The loan is on arm's length basis and the interest rate is competitive compared to market rates which varies from 10.25% to 14%. c. The rates are subject to review as per the mutual requirements, subject to them being only on arm's length basis. d. The funds will support the Company's working capital requirements and ongoing projects.
iii. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Mikhil Ramesh Innani – Managing Director & CEO/ Promoter Diksha Nangia – Whole Time Director & CFO / Promoter Anju Ramesh Innani - Promoter
iv. Tenure of the proposed transaction	At least 12 Months
v. Value of the proposed transaction	Aggregating to Rs. 40 Crore
vi. The percentage of the listed entity's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	193.24%

If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity:	
i. details of the source of funds in connection with the proposed transaction	The Directors/Promoter shall lend from their owned funds and not from borrowed funds.
ii. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and -Tenure	Not Applicable
iii. applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	a. The transaction involves taking an unsecured loan of up to Rs. 40 Crores from the Directors and Promoters of the Company. b. Tenure: At least 12 Months c. Interest rate: The loan is on arm's length terms and the interest rate is competitive compared to market rates which varies from 10.25% to 14%. d. The rates are subject to review as per the mutual requirements, subject to them being only on arm's length terms. e. Repayment Schedule: Not Applicable
iv. the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	This fund will help the Company to maintain sufficient working capital to sustain its lending operations.
Justification as to why the RPT is in the interest of the listed entity	This fund will help the Company to maintain sufficient working capital to sustain its lending operations.

A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
Any other information that may be relevant	All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The Audit Committee and the Board of Directors have reviewed and approved the transaction and are of the opinion that the transaction is in the best interest of the Company. The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the RPTs, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business of the Company.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding and directorship in the Company.

The Board recommends the passing of the resolution as set out at Item No. 4 of the Notice as a Special Resolution.

Item No. 5
Appointment of M/s. Pranay D. Vaidya & Co. as Secretarial Auditor of the Company and to fix their Remuneration

In terms of amended provisions of Regulation 24A of the Listing Regulations, the Board of Directors at their meeting held on August 14, 2026 after considering the recommendations of the Audit Committee, has recommended the appointment of M/s. Pranay D. Vaidya & Co. (Membership number: A40530 and Certificate of Practice number: 24339), for a tenure of five (5) consecutive financial years as the Secretarial Auditor of the Company for the approval of Members.

The Auditor shall hold office for the term of five (5) consecutive financial years from FY 2026-27 to FY 2030-31. M/s. Pranay D. Vaidya & Co. has consented to the aforesaid appointment and confirmed that the appointment, if made, will be within the limits specified under Regulation 24A (1A) of the Listing Regulations and the circulars issued thereunder.

M/s. Pranay D. Vaidya & Co. has further confirmed that they are not disqualified to be appointed as the Secretarial Auditor in terms of the Listing Regulations.

Pursuant to Regulation 24A of Listing Regulations, the appointment of Secretarial Auditor requires the approval of the shareholders vide an ordinary resolution. As per Section 177(4) of the Companies Act, 2013, Regulation 18(3) read with Part C of Schedule II of Listing Regulations, in line with the requirements of the amended Regulation 24A of Listing Regulations and based on the recommendation of the Audit Committee, the Board at its meeting held on August 14, 2026 had approved the appointment and remuneration of M/s. Pranay D. Vaidya & Co., Secretarial Auditor. The Company will not avail any services which are prohibited under the Listing Regulations read along with SEBI circular dated 31st December 2024 from the Secretarial Auditor. Besides the secretarial audit services, the Company may obtain certifications and other permissible non-secretarial audit services from the Secretarial Auditor as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors basis the recommendation of the Audit Committee. M/s. Pranay D. Vaidya & Co. is a professional firm offering specialised services in Corporate Law, Corporate Restructuring, Securities Law, FEMA and Advisory services.

The firm is a peer reviewed firm holding a valid certificate of peer review issued by the Institute of Company Secretaries of India. Considering the experience and expertise of M/s. Pranay D. Vaidya & Co., the Audit Committee has recommended the candidature for appointment as Secretarial Auditor for a term of five consecutive financial years from FY 2026-27 till FY 2030-31 at such remuneration and out of pocket expenses as may be determined between the Board of Directors and a Secretarial Auditor, based on the recommendation of the Audit Committee.

The remuneration payable for subsequent years will be based on the recommendation of the Audit Committee and approval of the Board.

The Board recommends the resolution set forth in item no. 5 for the approval of Members.

Annexure – A

Details of Director seeking Appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of Director	**Mikhil Innani**
DIN	02710749
Date of Birth	03-11-1988
Age	37 Years
Date of first appointment on the Board	24-07-2018
Qualification	Post Graduation in Computer Science
Experience and Expertise	He has an experience of more than 10 years
No. of Meetings of the Board attended during the Financial Year 2025-26	7/7
List of Directorship of other Boards	--
List of Membership/ Chairmanship of Committees of other Boards	Nil
Resignation during past 3 years from listed Companies	NA
Shareholding in Company	791,864 (21.21%)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Wife: Ms. Diksha Nangia, Whole Time Director & CFO.
Terms and Conditions of appointment	As per the Nomination and Remuneration Policy of the Company as displayed on the Company's website i.e. www.apollofinvest.com

Details of remuneration last drawn	60,00,000
Justification for choosing the appointees for appointment	Mr. Mikhil Innani is the CEO & Managing Director of the Company. He is currently building the "AWS for Lending" platform which enables any company to start digital lending in under 48 hours. He looks after the overall management subject to directions, supervision and control of the Board of the Directors of the Company. His sincere efforts and dedication have been a major source for the growth of the Company. The Company has shown tremendous growth under his able leadership.