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 Tuesday, the 4th August, 2026 at 11:30 A.M. (IST) through Video Conferencing **("VC")** / Other Audio-Visual Means **("OAVM")** to transact the following business:

SPECIAL BUSINESS:

Item 1: Increase of authorised share capital of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section 61(a), Section 64, Section 13 and relevant rules applicable under 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 increase the Authorised Share Capital of the Company from the existing ₹ 45,00,00,000/- (Rupees Forty Five Crores Only) divided into 45,00,00,000 (Forty Five Crores Only) Equity Shares of ₹ 1 /- (Rupees One Only) each to ₹ 63,00,00,000/- (Rupees Sixty Three Crores Only) divided into 63,00,00,000 (Sixty Three Crores Only) Equity Shares of ₹ 1/- (Rupee One Only) each by the addition there to a sum of ₹ 18,00,00,000/- (Rupees Eighteen Crores Only) divided into 18,00,00,000 (Eighteen Crores) Equity Shares of ₹ 1/- (Rupee One Only) each ranking *pari-passu* in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 61(a), Section 64, Section 13 and relevant rules framed 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 ₹ 63,00,00,000/- (Rupees Sixty Three Crores Only) divided into 63,00,00,000/- (Sixty Three Crores Only) Equity Shares of ₹ 1/- (Rupee One only) each with a right to issue shares for consideration other than cash and to increase and reduce the capital and to divide or consolidate or cancel the shares in the capital for the time being into several classes and attach thereto respectively such rights and conditions in any manner the Board of Directors may deem fit from time to time"

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, intimations to stock exchanges), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the resolution."

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

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

"RESOLVED THAT pursuant to the provisions of section 23(1)(b), 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**) including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder(including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**), Securities and Exchange Board of India (Substantial

Acquisitions and Takeovers) Regulations, 2011, as amended **(the "Takeover Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"SEBI Listing Regulations"**), the provisions of the Foreign Exchange Management Act, 1999 (**"FEMA"**) and rules and regulations framed there under as amended, the listing agreements, entered into by the Company with the BSE Limited **("BSE")** and National Stock Exchange of India Limited ("NSE") (collectively referred to as the **"Stock Exchanges"**) on which the Equity Shares of the Company having face value of ₹ 1/- (One) each (**"Equity Shares"**) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (**"MCA"**), Securities and Exchange Board of India (**"SEBI"**), Reserve Bank of India (**"RBI"**), and/or any other competent authorities, (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, Stock Exchanges, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"The Board"**) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent and approval of the members of the Company (**"Members"**) be and is hereby accorded to the Board, to create, issue, offer and allot 2,28,30,902 (Two Crores Twenty Eight Lakhs Thirty Thousand Nine Hundred and Two only) Equity Shares of face value being ₹ 1/- (One) each at a price of ₹ 416.60/- (Rupees Four Hundred and Sixteen and Sixty paise only) (**"Preferential Allotment Price"**) each including premium of ₹ 415.60/- (Rupees Four Hundred Fifteen and Sixty Paise only) per share aggregating to ₹ 951,13,53,773.20 (Rupees Nine Hundred Fifty One Crores Thirteen Lakhs Fifty Three Thousand Seven Hundred Seventy Three and Twenty Paise only)or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations on a preferential basis (**"Preferential Allotment"**) for cash consideration to the following select group of persons (the **"Investors"**) who do not belong to Promoter & Promoter Group of the Company in the proportion mentioned below on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws.

Sr. No.	Name	Number of equity shares proposed to be allotted in this preferential offer
1.	Saint Capital Fund	50,00,000
2.	Nautilus Private Capital Ltd	25,00,000
3.	Maestro Emerging Fund PCC -Value Investing	25,00,000
4.	Robust Knights Fund PCC - Cell 1	25,00,000
5.	M7 Global Fund PCC-Cell Dewcap Fund	25,00,000
6.	Cullinan Opprts Fund VCC-Cullinan Opportunities Incorporated VCC Sub Fund 1	25,00,000
7.	Tata Business Cycle Fund	12,00,000
8.	Ananta Capital Ventures Fund 1	6,00,097
9.	Akshat Greentech Pvt Ltd	6,00,096
10.	Ketan Chhotalal Sheth	3,00,000
11.	Priti Anuj Badjate	2,50,000
12.	Amlan Hasmukh Shah	2,40,039
13.	Rampur International Limited	2,40,000
14.	Hemant Hansraj Kenia	1,25,000
15.	Rajagopalan V	1,20,020
16.	Shikha Goyal	1,08,018
17.	Investiqo Partners LLP	1,00,000
18.	Ashish Bajaj	96,018
19.	Steptrade Revolution Fund	96,016
20.	Haresh Hemrajani	96,016
21.	Gunjan	75,000
22.	Kamleshkumar Dhudalal Shah	72,012
23.	Shah Parmi	60,010

24.	Arihant Infratrade Limited Liability Partnership	60,010
25.	Renu Goyal	60,009
26.	Sunit Karnawat	60,009
27.	Khushboo Siddharth Nahar	50,000
28.	Gopal Sharma	50,000
29.	Anita Umesh Patni	50,000
30.	Vibha Gupta	50,000
31.	Bhagwat G Wani	48,008
32.	Rajiv Arvind Desai	48,008
33.	Rishabh Siroya	48,008
34.	Rupali Naik	48,008
35.	Pingili Savyatha	48,008
36.	Eikovivify Logistics Private Limited	48,008
37.	Kabeer Hura	40,000
38.	Suryadevara Vidyani	27,000
39.	Nirbhay Ajay Sancheti	25,000
40.	Vineet Gupta	25,000
41.	Manoj Devidas Kulchandani	25,000
42.	Pavit Build Care	25,000
43.	Rahul Sharad Mishrikotkar	25,000
44.	Ashok Panachand Kapasiawala	24,004
45.	Meghavi Bakliwal	12,500
46.	Rakesh Shitaldas Nagrani	12,002
47.	Facile Engineering Pvt Ltd	12,002
48.	Sadashiva Wealth Management LLP	12,000
49.	Narender Kumar Bolisetty	10,000
50.	Samala Haritha Reddy	3,000
51.	Jyothi Sambangi	3,000
52.	Mahanand Mavoori	1,500
53.	K Srilatha	1,000
54.	Ravikanth Garlapati	1,000
55.	Rashmi Rekha Mallick	476
	Total	**2,28,30,902**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V and Regulation 161 & 164 of the SEBI ICDR Regulations, the "**Relevant Date"** for determining the floor price for the Preferential Allotment of the Equity Shares is 3rd July, 2026. (4th and 5th July, 2026 being weekend 3rd July, 2026 has been considered as Relevant Date)

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

i. The Equity Shares shall be issued and allotted by the Company in the dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, subject to receipt of share application money (in full) and approval or permission from Stock Exchanges and regulatory authorities, if any and the provisions of the Memorandum and Articles of Association of the Company. In case of any delay in receipt of approvals from any regulatory authorities the period of 15 days will be reckoned from the date of receipt of approval.
ii. The Equity Shares to be offered, issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects including the payment of dividend and voting rights, if any;

iii. The Equity Shares to be allotted shall be subject to lock-in restrictions as specified in the provisions of Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations.
iv. 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares. Provided, if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment pursuant to any statutory or regulatory restrictions imposed, the Company shall allot the shares to the Investors up to the extent of their eligible applications received.
v. The Equity Shares so offered, issued and allotted will be listed and traded on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

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

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

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

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

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

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

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

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

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

RESOLVED THAT pursuant to the provisions of sections 23(1)(b), 42, 62(1)(c), 179 and other applicable provisions of the Companies Act, 2013 (the **"Act"**) including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder to (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**), Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended **(the "Takeover Regulations")**, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"SEBI Listing Regulations"**), the provisions of the Foreign Exchange Management Act, 1999 (**"FEMA"**) and rules and regulations framed there under as amended, the listing agreements, entered into by the Company with the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively referred to as the **"Stock Exchanges"**) on which the Equity Shares of the Company having face value of ₹ 1/- (One) each (**"Equity Shares"**) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (**"MCA"**), Securities and Exchange Board of India (**"SEBI"**), Reserve Bank of India (**"RBI"**), and/or any other competent authorities, (hereinafter referred to as **"Applicable Regulatory Authorities"**) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, Stock Exchanges, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"The Board"**) which term shall be deemed to include any exiting Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent and approval of the members of the Company (**"Members"**) be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time in one or more tranches 5,69,15,380 (Five Crores Sixty Nine Lakhs Fifteen Thousand Three Hundred and Eighty only) Convertible Equity Warrants **("Warrants")** on preferential basis ("**Preferential Offer"**) to promoters group and certain other non-promoter entities/persons as mentioned below **("Warrant Holders"/Proposed Allottees")** at a price of ₹ 416.60/- (Rupees Four Hundred and Sixteen and Sixty paise only) each (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ 2371,09,47,308/- (Rupees Two Thousand Three Hundred Seventy One Crores Nine Lakhs Forty Seven Thousand Three Hundred and Eight only) or such higher price as may be arrived at in accordance with the SEBI ICDR Regulations, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

Sr. No.	Name	Number of equity warrants proposed to be allotted in this preferential offer
	Promoter Group	
1.	Chanakya Reddy Baddam	1,30,50,000
2.	Kanishka Reddy Baddam	1,30,50,000
	Non Promoter Group	
1.	Opal Global Diversified Fund Limited	1,20,00,000
2.	Cullinan Opprts Fund VCC-Cullinan Opportunities Incorporated VCC Sub Fund 1	45,00,000
3.	Nautilus Private Capital Ltd	25,00,000
4.	Maestro Emerging Fund PCC -Value Investing	25,00,000
5.	Robust Knights Fund PCC - Cell 1	25,00,000
6.	M7 Global Fund PCC-Cell Dewcap Fund	25,00,000
7.	Dipak Raheja	9,00,000

8.	Nakshatra Finvest Limited	3,36,054
9.	Ketan Chhotalal Sheth	3,00,000
10.	Cliff Trexim Private Limited	2,50,000
11.	Nakshatra Stressed Assets Fund Scheme I	2,40,039
12.	Khushboo Siddharth Nahar	2,00,000
13.	Bhagyalakshmi Chiluveru	2,00,000
14.	Navkar Ventures	1,50,000
15.	Sanghi Jewellers Pvt Ltd	1,45,000
16.	Hemant Hansraj Kenia	1,25,000
17.	Garg Brothers Private Limited	1,25,000
18.	Majestic Commercial Private Limited	1,25,000
19.	Shikha Goyal	1,08,018
20.	Steptrade Revolution Fund	96,016
21.	Gunjan	75,000
22.	Sarweswara Reddy Sanivarapu	75,000
23.	Shah Parmi	60,010
24.	Arihant Infratrade Limited Liability Partnership	60,010
25.	Renu Goyal	60,009
26.	Sunit Karnawat	60,009
27.	Gopal Sharma	50,000
28.	Vibha Gupta	50,000
29.	Eikovivify Logistics Private Limited	48,008
30.	Kamleshkumar Dhudalal Shah	48,008
31.	Kabeer Hura	40,000
32.	Vineet Gupta	25,000
33.	Manoj Devidas Kulchandani	25,000
34.	Profes Multi Opportunity Fund Series-1	25,000
35.	Buruvu Sreenivasa Rao	25,000
36.	Sadashiva Wealth Management LLP	25,000
37.	Excellonix Ventures Private Limited	24,004
38.	Ashok Panachand Kapasiawala	24,004
39.	Facile Engineering Pvt Ltd	24,004
40.	Dovari Amarnath	12,500
41.	Rakesh Shitaldas Nagrani	12,002
42.	Ramesh Munuga	12,000
43.	Narendera Kumar Bolisetty	10,000
44.	Prabhakar Ravula	10,000
45.	Meka Dheeraj Nayarayana	8,355
46.	Varshita Rampalli	8,000
47.	Bandi Ganesh Yadav	8,000
48.	Aerpula Krishna	7,750
49.	Molugu Bharath	6,000
50.	Yedoti Warun	5,000
51.	Jinuga Saikumar	5,000
52.	Paruchuri Raja Lakshmi Kanth	5,000
53.	P Vijayender Reddy	5,000
54.	Venkateswara Rao Alluri	5,000
55.	Munagala Naveen Kumar	4,000
56.	Bejgam Sai Nikith	4,000
57.	Sambari Akhila	4,000

58.	Nalla Ramesh	4,000
59.	B Baswa Reddy	4,000
60.	Pinnaboyena Nageswara Rao	3,000
61.	Seetha Eshwar Yadav	3,000
62.	Purimetla Vijaya Lakshmi	3,000
63.	Poluri Ramakoti Reddy	3,000
64.	Batta Anitha	3,000
65.	Chittem Maria Emmanuel	2,000
66.	PNS Prasanna Kumar	2,000
67.	G Seshadri Vasan	4,400
68.	Buddana Kiran Kumar	2,000
69.	Nandigam Thinoj Kumar	2,000
70.	Bhavesh Singhai	1,680
71.	Devi Prasad Patnaik	1,500
72.	Kavita Kanduri	1,500
73.	Venkateswara Rao Gunturu	1,500
74.	Parihar Ravi Singh	1,500
75.	Shravan Aerpula	1,500
76.	Suri Shetti Veera Veni	1,000
77.	Sai Harsha	1,000
78.	Jalalpuram Sai Kumar	1,000
79.	Baddam Srikanth	1,000
80.	Amrutham Jagadeesh	1,000
81.	Kankari Janakiram	1,000
82.	KC Satyanarayana	1,000
83.	Konadapalli Vara Lakshmi	1,000
84.	Kondapalli Suhali	1,000
85.	Cheemakurthi Shanmukha Priya	1,000
86.	K Vamsidhar	1,000
87.	Sri Ramula Swapna	1,000
88.	Kandukuri Nagaraju	1,000
89.	Thikkala Shyamala	1,000
90.	Anmol Srivastava	1,000
91.	Supriya Kondep	1,000
	Total	**5,69,15,380**

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

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V and Regulation 161 & 164 of SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the price for the Issue of Warrants is 3rd July, 2026 (4th and 5th July, 2026 being weekend 3rd July, 2026 has been considered as Relevant Date).

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

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

I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 12 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 SEBI 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 SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the Warrant Holders, if any, shall also be subject to the lock-in restrictions in terms of the said Regulations.

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

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

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential Offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchanges 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 4: Authorization to borrow monies exceeding the Paid-Up Share Capital, Free Reserves and Securities Premium of the Company under Section 180(1)(c) of the Companies Act, 2013

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

"**RESOLVED THAT** in supersession of the special resolution passed by the members on 16th August 2024 in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to borrow periodically from time to time for the purpose of the business of the Company such sums of money, including without limitation, from any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution(s) or foreign banks and/or any entity/entities or authority/authorities and/or through suppliers credit, Securities including ADR's, GDR's, FCCBs, FCBs, ECB, instruments such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, long term loans, short term loans or any other instruments, etc. and/or through credit from official agencies and/ or by way of commercial borrowings from the private sector window of multilateral financial institution(s), firms, bodies corporate either in rupees or in such other foreign currencies as may be permitted by law from time to time, whether secured or unsecured as may be deemed appropriate by the Board for an aggregate amount not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores only) or equivalent amount in any other foreign currency notwithstanding that monies to be borrowed together with the monies already borrowed by the Company(apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board/Committee of Directors be and is hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalise, settle and execute such documents/deeds/writings/papers/other instruments/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowing funds by creating any mortgage/charge as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Item 5: Authorization to create security under Section 180(1)(a) of the Companies Act, 2013

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

"**RESOLVED THAT** the consent of the members be and is hereby granted, in terms of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, (including any statutory modifications or re-enactment, clarifications thereof, for the time being in force), to the Board of Directors ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to mortgage and/or charge either as first charge or second or subsequent charge in addition to the mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in the events of defaults, in favour of the Financial Institutions, Banks, other Lender(s), Agent(s) and Trustee(s), person(s), entities which give, provide or extend loans/facilities for securing the borrowings of the Company availed/to be availed, by way of Loan(s)/Working Capital facilities/Deferred Payment guarantees or any other guarantees/Equipment Finance/Asset Credit Schemes (in foreign currency or rupee currency) and other securities comprising Convertible/Non-convertible Debentures/Bonds, Foreign Currency Bonds (FCBs), Foreign Currency Convertible Bonds(FCCBs), External Commercial Borrowings, issue of Securities/Bonds/Warrants/any other debt instrument to the Qualified Institutional Buyers, Indian Financial Institutions, Mutual Funds or any Bodies Corporate/Lenders or other debt instruments issued/to be issued by the Company from time to time subject to an aggregate sum of ₹ 5,000 Crores (Rupees Five Thousand Crores only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/or may be entered into between the Company and the Financial Institutions, Banks, Other Lenders, Agent(s) and Trustee(s) in respect of the said loans, borrowings/debentures and containing such specific terms and conditions and covenants in respect of the enforcement of security as may be stipulated in that behalf and agreed to between the Board or Committee thereof and the Financial Institutions, Banks, Other Lenders, Agent(s)/Trustee(s)."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board/Committee of Directors be and is hereby authorized and empowered to enter into, sign, seal and execute and deliver such arrangements, assignments, conveyances, covenants, contracts and to finalise, settle and execute such documents/deeds/writings/papers/other instruments/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

Item 6: Authorization to give Loans and Guarantees to any bodies corporate(s) other persons and make investments in any body corporate under Section 186 of the Companies Act, 2013

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

"**RESOLVED THAT** the consent of the members be and is hereby accorded to the Board of Directors (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) in terms of the provisions of Section 186 of the Companies Act, 2013 and the Board is hereby authorized, subject to the prior approval of the concerned financial institution where the term loans are subsisting, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities of any bodies corporate up to an extent of ₹ 7000 Crores (Rupees Seven Thousand Crores only) exceeding the limits specified under Section 186 of the Companies Act, 2013 , read with the applicable rules, circulars or clarifications thereunder:

A. to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies), joint ventures, associate(s) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), and/ or

B. to make/give/provide from time to time any loan or loans to any body or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) and /or

C. to give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other Institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies)Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force)).

"RESOLVED FURTHER THAT the consent of the members, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule No.11 of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Subsidiaries of the Company, other Bodies Corporate and Persons for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board/Committee of Directors be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board, including with the power to transfer/dispose of the investments so made, from time to time, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

By Order of the Board
For Apollo Micro Systems Limited

Sd/-

Place: Hyderabad — **G. Seshadri Vasan**
Date: 6th July, 2026 — **Company Secretary & Compliance Officer**

Notes:

1. 1. The Ministry of Corporate Affairs ('MCA') vide its various circulars issued from time to time have permitted the holding of the Extra Ordinary General Meeting ('EGM' or 'Meeting') through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility, without the physical presence of the members at a common venue In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars, the EGM of the Company this year as well is being conducted through VC/OAVM, and does not require physical presence of members at a common venue.

2. 2. An Explanatory Statement pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the meeting is annexed hereto.

3. In terms of the Circulars, since physical attendance of Members has been dispensed with the facility for appointment of proxies by the Members is not be available for this EGM. However, Corporate Members are entitled to appoint authorised representatives under section 113 of the Act, to attend and participate in the EGM through VC/ OAVM and cast their votes both by way of remote e-voting and voting electronically at the meeting. Corporate members are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the EGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail through its registered e-mail address to ***mnmandassociates@gmail.com*** with a copy marked to ***cs@apollo-micro.com.***

4. The businesses set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The Company has availed the services of CDSL e-Voting Systems, as the authorised agency for conducting of the EGM through VC/OAVM and providing e-voting facility. Detailed instructions for e-voting and procedure for joining the EGM through VC/ OAVM are annexed to this Notice.

5. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Institutional Investors, who are members of the Company are encouraged to attend and vote at the EGM of the Company.

7. In compliance with the aforesaid circulars, the Notice of the EGM is being sent only through electronic mode to the Members whose e-mail addresses are registered with the Company or the Depository Participant(s) (DP). The Members who have not yet registered their email addresses are requested to register the same with their DP in case the shares are held by them in electronic form and with the Company or Bigshare Services Private Limited ((herein after referred to as **'RTA'/ 'Bigshare')** in case the shares are held by them in physical form. The Notice will also be available on the Company's website www.apollo-micro.com, websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com, www.nseindia.com respectively Central Depository Services (India) Limited ('CDSL') i.e., www.evotingindia.com and on the website of Company's Registrar and Transfer Agent, Bigshare at www.bigshareonline.com

8. The deemed venue for the EGM shall be the Registered Office of the Company at Plot No.128/A, Road No.12, IDA Mallapur, Uppal Mandal, Hyderabad-500076.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held in electronic form and to the Company's RTA (Bigshare Services Private Limited) in case the shares are held in physical form.

10. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the Company on or before by 1st August 2026 to email id cs@apollo-micro.com. The same will be replied by the Company suitably.

11. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for

the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://apollo-micro.com/investors/. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

13. The Company's Registrar and Transfer Agent for its share registry work is **Bigshare Services Private Limited**. 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, Rajbhavan Road,
Hyderabad – 500 082 (India)
Tel : 040-4014 4582,
Email: bsshyd@bigshareonline.com
Website: www.bigshareonline.com

14. 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) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.

SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.

15. **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.**

16. The Company has appointed M/s. MNM & Associates, Company Secretaries represented by Mrs. Sridevi Madati, Practising Company Secretary (Membership No. F6476 and CP No. 11694) as the Scrutinizer to conduct the voting process (e-voting and poll) in a fair and transparent manner.

17. 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.

18. The result declared along with the Scrutinizer's Report shall be placed on the Company's website https://apollo-micro.com/investors/ 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.

19. 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 AGM/EGM. For this purpose, the Company has entered into an agreement with 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/AGM 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 https://apollo-micro.com/disclosures-under-regulation-46-and-62-of-sebi-lord-regulations-2015.html 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 Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

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 voting period begins on Thursday the 31st day of July, 2026 at 9.00 am and ends on Monday the 3rd day of August, 2026 at 5.00 pm, 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 28th July 2026 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 abovesaid 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 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 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 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 abovementioned 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.com 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.

(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) • 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.

(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> 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 mnmandassociates@gmail.com, and at cs@apollo-micro.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:

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

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

(iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/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 atleast **20 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **20 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 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.

(x) 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), 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 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, AVP, (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 21 09911.

By Order of the Board
For Apollo Micro Systems Limited

Sd/-
G. Seshadri Vasan
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 6th July, 2026

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

<u>Item 1: Increase of Authorised Share Capital of the Company</u>

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 ₹ 45.00 Crores only and it is proposed to increase the same by ₹ 18.00 Crores to make it Rs 63.00 Crores.

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

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

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

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

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

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

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

The Board of Directors at its meeting held on 6th July, 2026, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Equity Shares to certain identified Non-Promoter Persons/Entities and Convertible Equity Warrants to Promoter Group and to certain other Non-Promoter Persons/Entities, for cash, on a preferential basis as below:

a) 2,28,30,902 (Two Crores Twenty Eight Lakhs Thirty Thousand Nine Hundred and Two only) Equity Shares for an aggregate amount of ₹ 951,13,53,773.20 (Rupees Nine Hundred Fifty One Crores Thirteen Lakhs Fifty Three Thousand Seven Hundred Seventy Three and Twenty Paise only)

b) 5,69,15,380 (Five Crores Sixty Nine Lakhs Fifteen Thousand Three Hundred and Eighty only) Convertible equity warrants for an aggregate amount of ₹ 2371,09,47,308.00 (Rupees Two Thousand Three Hundred Seventy One Crores Nine Lakhs Forty Seven Thousand Three Hundred Eight only)

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

ii) Total number of shares or securities to be issued and the price at which shares or securities is being offered and the class or classes of persons to whom the allotment is proposed to be made

The Board of Directors in its meeting held on 6th July, 2026, had approved the proposal of making preferential allotment of below mentioned Securities to Promoter Group and certain identified non-promoter persons/entities:

- 2,28,30,902 (Two Crores Twenty Eight Lakhs Thirty Thousand Nine Hundred and Two only) Equity Shares for an aggregate amount of ₹ 951,13,53,773.20 (Rupees Nine Hundred Fifty One Crores Thirteen Lakhs Fifty Three Thousand Seven Hundred Seventy Three and Twenty Paise only)

- 5,69,15,380 (Five Crores Sixty Nine Lakhs Fifteen Thousand Three Hundred and Eighty only) Convertible equity warrants for an aggregate amount of ₹ 2371,09,47,308/- (Rupees Two Thousand Three Hundred Seventy One Crores Nine Lakhs Forty Seven Thousand Three Hundred Eight only)

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, strategic acquisitions 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 ₹ 3322,23,00,248/- (Rupees Three Thousand Three Hundred Twenty Two Crores Twenty Three Lakhs Two Hundred and Forty Eight Only) through issue of Equity Shares and/or Convertible Equity Warrants on preferential basis, for cash, on a preferential basis. The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

1. To explore potential acquisition opportunities, and if considered appropriate, to proceed further taking into consideration the best interest of all the shareholders and various regulatory approvals as applicable **("Potential acquisition opportunities")**;
2. To repay the existing debts of the Company and its Subsidiaries (referred to below as **"Repayment/Pre-payment of debt"**)
3. To meet working capital requirement of the Company. (referred to below as **"Working capital"**)
4. Up to 25% (twenty five percent) of the Issue Proceeds will be utilised for general corporate purposes, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as **"General Corporate Purposes"**).

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

Utilization of Issue Proceeds

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

Sr No.	Particulars	Total estimated amount to be utilised for each of the Objects* (₹ In Lakhs)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1	Potential acquisition opportunities(1)	1,50,000.00	Within 9 months from receipt of funds
2	Repayment/Pre-payment of debt (2)	50,000.00	
3	Working Capital(3)	80,000.00	
4	General Corporate Purposes (4)	52,223.00	
Total		**3,32,223.00**	

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

Given that the Preferential Issue is for Equity Shares and/or Convertible Equity Warrants, the Issue Proceeds shall be received by the Company within 12 (Twelve) months from the date of allotment of the Equity Shares and/or Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 9 months from the date of receipt of funds. (as set out herein).

(1) Our Company pursues strategic acquisitions of companies demonstrating strong technical strengths and capabilities that drive both backward and forward integration within the defence ecosystem. Our acquisition strategy prioritizes companies that complement Apollo Micro Systems Limited ("AMSL") existing technological capabilities across all defence verticals Air, Land, and Sea thereby enabling the Group to develop end-to-end integrated defence

systems. By integrating complementary technologies spanning subsystems through complete platform solutions, AMSL aims to emerge as a competent, globally competitive defence systems provider capable of delivering comprehensive indigenous solutions. This vertical integration model reduces supply chain vulnerabilities, accelerates innovation cycles, and positions Apollo as a preferred strategic partner for India's defence modernization initiatives while creating a scalable foundation for international market expansion.

(2) Our Company and its Subsidiaries have entered into various financial arrangements with banks, financial institutions and other entities. The loan facilities entered into by our Company and its Subsidiaries include borrowings in the form of, inter alia, term loans and working capital facilities. Our Company and its Subsidiaries proposes to utilise an estimated amount of ₹ 50,000 lakhs, from the Net Proceeds towards repayment/prepayment, of all or a portion of certain secured borrowings availed by our Company and its Subsidiaries. We believe that the repayment/ pre-payment, will help reduce our outstanding indebtedness, assist us in maintaining a favourable debt-equity ratio, reduce our interest outflow and enable utilisation of some additional amount from our internal accruals for further investment in business growth and expansion.

(3) We propose to utilize ₹ 80,000 lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2027 and Fiscal 2028. We have working capital requirements in the ordinary course corresponding to our growing business and revenues, which we typically fund through internal accruals and availing financing facilities from various lenders. The investment in the future working capital requirements will help us in meeting the expected growth in demand for our products and services.

(4) The Net Proceeds will first be utilized towards the Objects as set out above and in compliance with the circular bearing reference no. NSE/ CML/2022/56 dated December 13, 2022, issued by the NSE and circular no. 20221213-47 dated December 13, 2022, issued by the BSE. Subject to this, our Company intends to deploy any balance Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds, aggregating to ₹ 52,223 lakhs, in compliance with applicable laws. Such general corporate purposes may include, but are not restricted to meeting fund requirements which our Company may face in the ordinary course of business, capital expenditure, strategic initiatives, partnerships, tie-ups, investment in our associates, joint ventures and subsidiary through organic initiatives, meeting exigencies and expenses, and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013.

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

iv) Monitoring of utilisation of funds

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

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

(v) Relevant date with reference to which the price has been arrived at:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is 03rd July 2026, **("Relevant Date")** (i.e. 30 days prior to the date of proposed Extraordinary General Meeting which is 4th August 2026, 04th & 05th July, 2026 being a weekends, 03rd July, 2026 has been considered as Relevant Date), to approve the proposed preferential issue.

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

In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares and Convertible Equity Warrants can be issued is ₹ 416.25 per Equity Shares/ Convertible Equity Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. ₹ 344.77 per equity share;

b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. ₹ 416.25 per equity share.

c) Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to ICDR Regulations.

The Board of Directors have fixed the issue price at ₹ 416.60 /- per Equity Share/Warrant which is higher than the floor price of ₹ 416.25/-

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

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.

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

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is ₹ 416.25 (Rupees Four Hundred Sixteen and Twenty Five Paise only). In view of the above, the Board of the Company has fixed

- the Equity Shares Allotment Price (i.e., the price including premium of ₹ 415.60/- [Rupees Four Hundred Fifteen and Sixty Paise only]) of ₹ 416.60 (Rupees Four Hundred Sixteen and Sixty Paise Only) which is more than the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations and;

- Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 416.60 (Rupees Four Hundred Sixteen and Sixty Paise Only) which is more than the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations.

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

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

- None of the Directors or Key Managerial Personnel of the Company intends to subscribe to the Equity Shares proposed to be allotted under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

- The Convertible Equity Warrant shall be issued to Mr. Baddam Kanishka Reddy and Mr. Baddam Chanakya Reddy, persons under Promoter Group of the Company and Mr. G. Seshadri Vasan, 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 and/or Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

(viii) Timeframe within which the allotment shall be completed

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

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

Sl. No.	Category	Pre-issue shareholding#		Post issue shareholding *	
		No. of shares	% to total shareholding	No. of shares	% to total shareholding
A	**Promoters' holding**				
1	Indian				
	Individuals	18,57,24,200	49.98	21,18,24,200	46.93
	Bodies Corporate	0	0	0	0.00
	Sub-Total	**18,57,24,200**	**49.98**	**21,18,24,200**	**46.93**
2	Foreign promoters	-	-	-	-
	Sub-total (A)	**18,57,24,200**	**49.98**	**21,18,24,200**	**46.93**
B	**Non-Promoter's holding**				
1	Institutional investors	2,62,24,496	7.06	7,10,89,632	15.75
2	Non-institution				
	Private corporate bodies	1,12,36,278	3.02	1,37,05,533	3.04
	Directors and relatives	34,59,179	0.93	34,59,179	0.77
	Indian Public				
	Individual shareholders holding nominal share capital upto ₹ 2 lakhs	10,98,24,850	29.55	11,33,50,763	25.11
	Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	2,87,09,080	7.73	3,14,95,058	6.98
	Others [including Non-resident Indians (NRIs]	64,21,429	1.73	64,21,429	1.42
	Sub-total (B)	**18,58,75,312**	**50.02**	**23,95,21,594**	**53.07**
	GRAND TOTAL	**37,15,99,512$**	**100.00**	**45,13,45,794**	**100.00**

The pre-issue Shareholding Pattern is as per the benpos as on 3rd July 2026 in addition to which equity shares allotted as on 08.06.2026 (33,85,362 equity shares), on 17.06.2026 (87,65,615 equity shares) and on 23.06.2026 (21,43,095 equity shares) were included, for which listing approval is awaited.

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

(x) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and *I* 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 Equity Shares to be Allotted	No. of Equity Warrants to be allotted	Post issue Share holding (including proposed allotment + pre-share holding) #	Post issue Share holding (%) #	Post issue status of the allottee's
1.	Saint Capital Fund	1. Kamal Haasan Iyaroo-Mauritius 2. Ramdoyal Nundoobarick-Mauritius 3. Heng Moye Christiane Yeung Chin Shing-Mauritius 4. Jaimie Chin Moy Lai Choo-Mauritius	Non-Promoter	-	-	50,00,000	-	50,00,000	1.107	Non-Promoter
2.	Nautilus Private Capital Ltd	1.Ashwanee Ramsurrun-Mauritius 2. Veeraj Toofany-Mauritius	Non-Promoter	-	-	25,00,000	25,00,000	50,00,000	1.107	Non-Promoter
3.	Maestro Emerging Fund PCC - Value Investing	Muhammad Faredine Khan Fukeerah-Mauritius	Non-Promoter	-	-	25,00,000	25,00,000	50,00,000	1.107	Non-Promoter
4.	Robust Knights Fund PCC - Cell 1	1. Ruchika Kalra-Indian 2.Radhika Karla-Indian	Non-Promoter	-	-	25,00,000	25,00,000	50,00,000	1.107	Non-Promoter
5.	M7 Global Fund PCC-Cell Dewcap Fund	1.Nikhil Kumar-Indian 2. Low Ren Feng-Singapore	Non-Promoter	-	-	25,00,000	25,00,000	50,00,000	1.107	Non-Promoter
6.	Cullinan Opprts Fund VCC-Cullinan Opportunities Incorporated VCC Sub Fund 1	Mohanpersad Soovydhee-Mauritius	Non-Promoter	-	-	25,00,000	45,00,000	70,00,000	1.550	Non-Promoter
7.	Tata Mutual Fund*	Anand Vardarajan-Indian	Non-Promoter	-	-	12,00,000	-	12,00,000	0.322	Non-Promoter

8.	Ananta Capital Ventures Fund 1	1. Ashutosh Taparia-Indian 2. Jyotiprasad Taparia-Indian 3. Aruna Sanjeev Taparia-Indian 4. Urmiladevi Taparia-Indian	Non-Promoter	-	-	6,00,097	-	6,00,097	0.132	Non-Promoter
9.	Akshat Greentech Pvt Ltd	Vikram Kailas	Non-Promoter	-	-	6,00,096	-	6,00,096	0.132	Non-Promoter
10.	Ketan Chhotalal Sheth	-	Non-Promoter	-	-	3,00,000	3,00,000	6,00,000	0.133	Non-Promoter
11.	Priti Anuj Badjate	-	Non-Promoter	-	-	2,50,000	-	2,50,000	0.055	Non-Promoter
12.	Amlan Hasmukh Shah	-	Non-Promoter	-	-	2,40,039	-	2,40,039	0.053	Non-Promoter
13.	Rampur International Limited	1. Abhishek Khaitan 2. Lalit Kumar Khaitan	Non-Promoter	23,000	Negligible	2,40,000	-	2,63,000	0.058	Non-Promoter
14.	Hemant Hansraj Kenia	-	Non-Promoter	1,00,000	0.027	1,25,000	1,25,000	3,50,000	0.077	Non-Promoter
15.	Rajagopalan V	-	Non-Promoter	3,200	Negligible	1,20,020	-	1,23,220	0.027	Non-Promoter
16.	Shikha Goyal	-	Non-Promoter	-	-	1,08,018	1,08,018	2,16,036	0.047	Non-Promoter
17.	Investiqo Partners LLP	-	Non-Promoter	-	-	1,00,000	-	1,00,000	0.022	Non-Promoter
18.	Ashish Bajaj	-	Non-Promoter	-	-	96,018	-	96,018	0.021	Non-Promoter
19.	Steptrade Revolution Fund	Mr. Ankush Kumar Jain and Ms. Kresha Kailash Gupta	Non-Promoter	-	-	96,016	96,016	1,92,032	0.043	Non-Promoter
20.	Haresh Hemrajani	-	Non-Promoter	-	-	96,016	-	96,016	0.021	Non-Promoter
21.	Gunjan	-	Non-Promoter	-	-	75,000	75,000	1,50,000	0.033	Non-Promoter
22.	Kamleshkumar Dhudalal Shah	-	Non-Promoter	-	-	72,012	48,008	1,20,020	0.026	Non-Promoter
23.	Shah Parmi	-	Non-Promoter	-	-	60,010	60,010	1,20,020	0.026	Non-Promoter

24.	Arihant Infratrade Limited Liability Partnership	Sunit Karnawat-Indian	Non-Promoter	-	-	60,010	60,010	1,20,020	0.026	Non-Promoter
25.	Renu Goyal	-	Non-Promoter	-	-	60,009	60,009	1,20,018	0.026	Non-Promoter
26.	Sunit Karnawat	-	Non-Promoter	-	-	60,009	60,009	1,20,018	0.026	Non-Promoter
27.	Khushboo Siddharth Nahar	-	Non-Promoter	-	-	50,000	2,00,000	2,50,000	0.055	Non-Promoter
28.	Gopal Sharma	-	Non-Promoter	-	-	50,000	50,000	1,00,000	0.022	Non-Promoter
29.	Anita Umesh Patni	-	Non-Promoter	-	-	50,000	-	50,000	0.011	Non-Promoter
30.	Vibha Gupta	-	Non-Promoter	-	-	50,000	50,000	1,00,000	0.022	Non-Promoter
31.	Bhagwat G Wani	-	Non-Promoter	-	-	48,008	-	48,008	0.010	Non-Promoter
32.	Rajiv Arvind Desai	-	Non-Promoter	-	-	48,008	-	48,008	0.010	Non-Promoter
33.	Rishabh Siroya	-	Non-Promoter	-	-	48,008	-	48,008	0.010	Non-Promoter
34.	Rupali Naik	-	Non-Promoter	-	-	48,008	-	48,008	0.010	Non-Promoter
35.	Pingili Savyatha	-	Non-Promoter	-	-	48,008	-	48,008	0.010	Non-Promoter
36.	Eikovivify Logistics Private Limited	1. Lalita Laxmikant Kabra 2. Vijay Pandurang Bhosle 3.Siddhant Laxmikant Kabra 4. Bhosale Rajshree Vijay	Non-Promoter	-	-	48,008	48,008	96,016	0.021	Non-Promoter
37.	Kabeer Hura	-	Non-Promoter	-	-	40,000	40,000	80,000	0.018	Non-Promoter
38.	Suryadevara Vidyani	-	Non-Promoter	-	-	27,000	-	27,000	0.005	Non-Promoter
39.	Nirbhay Ajay Sancheti	-	Non-Promoter	-	-	25,000	-	25,000	0.005	Non-Promoter

40.	Vineet Gupta	-	Non-Promoter	1,450	Negligible	25,000	25,000	1,01,450	0.022	Non-Promoter
41.	Manoj Devidas Kulchandani	-	Non-Promoter	-	-	25,000	25,000	50,000	0.022	Non-Promoter
42.	Pavit Build Care	1. Sachin Jain-Indian 2.Pulkit Bakliwal Indian 3.Shomit Bakliwal-Indian	Non-Promoter	1,000	Negligible	25,000	-	26,000	0.005	Non-Promoter
43.	Rahul Sharad Mishrikotkar	-	Non-Promoter	-	-	25,000	-	25,000	0.005	Non-Promoter
44.	Ashok Panachand Kapasiawala	-	Non-Promoter	-	-	24,004	24,004	48,008	0.010	Non-Promoter
45.	Meghavi Bakliwal	-	Non-Promoter	-	-	12,500	-	12,500	0.002	Non-Promoter
46.	Rakesh Shitaldas [illegible]	-	Non-Promoter	-	-	12,002	12,002	24,004	0.005	Non-Promoter
47.	Facile Engineering Pvt Ltd	Siddharth Niraj Vora-Indian	Non-Promoter	-	-	12,002	24,004	36,006	0.007	Non-Promoter
48.	Sadashiva Wealth Management LLP	Sachin Shetty-Indian	Non-Promoter	-	-	12,000	25,000	37,000	0.008	Non-Promoter
49.	Narender Kumar Bolisetty	-	Non-Promoter	-	-	10,000	10,000	20,000	0.004	Non-Promoter
50.	Samala Haritha Reddy	-	Non-Promoter	419	Negligible	3,000	-	3,419	0.000	Non-Promoter
51.	Jyothi Sambangi	-	Non-Promoter	480	Negligible	3,000	-	3,480	0.000	Non-Promoter
52.	Mahanand Mavoori	-	Non-Promoter	-	-	1,500	-	1,500	0.000	Non-Promoter
53.	K Srilatha	-	Non-Promoter	-	-	1,000	-	1,000	0.000	Non-Promoter
54.	Ravikanth Garlapati	-	Non-Promoter	70	Negligible	1,000	-	1,070	0.000	Non-Promoter
55.	Rashmi Rekha Mallick	-	Non-Promoter	-	-	476	-	476	0.000	Non-Promoter
56.	Opal Global Diversified Fund Limited	Nitin Singhal-British	Non-Promoter	-	-	-	1,20,00,000	1,20,00,000	2.65	Non-Promoter

57.	Dipak Raheja	-	Non-Promoter	-	-	-	9,00,000	9,00,000	0.200	Non-Promoter
58.	Nakshatra Finvest Limited	1. Amar Vijaykumar Agrawal-Indian 2. Ajay Vijaykumar Agrawal-Indian	Non-Promoter	-	-	-	3,36,054	3,36,054	0.074	Non-Promoter
59.	Cliff Trexim Private Limited	1. Aditya Bubna-Indian 2. Anant Bubna-Indian 3. Abhishek Bubna-Indian	Non-Promoter	-	-	-	2,50,000	2,50,000	0.554	Non-Promoter
60.	Nakshatra Stressed Assets Fund Scheme I	1. Amar Vijaykumar Agrawal-Indian 2. Ajay Vijaykumar Agrawal-Indian	Non-Promoter	-	-	-	2,40,039	2,40,039	0.053	Non-Promoter
61.	Bhagyalakshmi Chiluveru	-	Non-Promoter	4,00,000	0.108	-	2,00,000	6,00,000	0.133	Non-Promoter
62.	Navkar Ventures	1. Jugraj Jain-Indian 2.Praveen Kumar Jain-Indian	Non-Promoter	-	-	-	1,50,000	1,50,000	0.033	Non-Promoter
63.	Sanghi Jewellers Pvt Ltd	1. Ritesh Kumar Sanghi-Indian 2. Sanjay Kumar Sanghi-Indian 3. Pritha Sanghi-Indian 4. Bhavna Sanghi-Indian	Non-Promoter	-	-	-	1,45,000	1,45,000	0.033	Non-Promoter
64.	Garg Brothers Private Limited	1. Keshaw Kumar Bubna-Indian 2. Madhaw Kumar Bubna-Indian 3. Dindayal Bubna-Indian 4. Gopal Kumar Bubna-Indian	Non-Promoter	-	-	-	1,25,000	1,25,000	0.028	Non-Promoter
65.	Majestic Commercial Private Limited	1. Abhishek Bubna-Indian 2. Aditya Bubna -Indian 3.Anant Bubna-Indian	Non-Promoter	-	-	-	1,25,000	1,25,000	0.028	Non-Promoter
66.	Sarweswara Reddy Sanivarapu	-	Non-Promoter	-	-	-	75,000	75,000	0.166	Non-Promoter
67.	Profes Multi Opportunity Fund Series-1	Ravi Sethi-Indian	Non-Promoter	-	-	-	25,000	25,000	0.005	Non-Promoter
68.	Buruvu Sreenivasa Rao	-	Non-Promoter	-	-	-	25,000	25,000	0.005	Non-Promoter
69.	Excellonix Ventures Private Limited	Rashmi Jain-Indian	Non-Promoter	-	-	-	24,004	24,004	0.005	Non-Promoter
70.	Dovari Amarnath	-	Non-Promoter	-	-	-	12,500	12,500	0.002	Non-Promoter

71.	Ramesh Munuga	-	Non-Promoter	-	-	-	12,000	12,000	0.002	Non-Promoter
72.	Prabhakar Ravula	-	Non-Promoter	600	Negligible	-	10,000	10,600	0.002	Non-Promoter
73.	Meka Dheeraj Nayarayana	-	Non-Promoter	-	-	-	8,355	8,355	0.001	Non-Promoter
74.	Varshita Rampalli	-	Non-Promoter	-	-	-	8,000	8,000	0.001	Non-Promoter
75.	Bandi Ganesh Yadav	-	Non-Promoter	-	-	-	8,000	8,000	0.001	Non-Promoter
76.	Aerpula Krishna	-	Non-Promoter	-	-	-	7,750	7,750	0.001	Non-Promoter
77.	Molugu Bharath	-	Non-Promoter	-	-	-	6,000	6,000	0.001	Non-Promoter
78.	Yedoti Warun	-	Non-Promoter	-	-	-	5,000	5,000	0.001	Non-Promoter
79.	Jinuga Saikumar	-	Non-Promoter	123	Negligible	-	5,000	5,123	0.001	Non-Promoter
80.	Paruchuri Raja Lakshmi Kanth	-	Non-Promoter	-	-	-	5,000	5,000	0.001	Non-Promoter
81.	P Vijayender Reddy	-	Non-Promoter	-	-	-	5,000	5,000	0.001	Non-Promoter
82.	Venkateswara Rao Alluri	-	Non-Promoter	6,500	0.002	-	5,000	11,500	0.002	Non-Promoter
83.	Munagala Naveen Kumar	-	Non-Promoter	-	-	-	4,000	4,000	0.000	Non-Promoter
84.	Bejgam Sai Nikith	-	Non-Promoter	-	-	-	4,000	4,000	0.000	Non-Promoter
85.	Sambari Akhila	-	Non-Promoter	-	-	-	4,000	4,000	0.000	Non-Promoter
86.	Nalla Ramesh	-	Non-Promoter	-	-	-	4,000	4,000	0.000	Non-Promoter
87.	B Baswa Reddy	-	Non-Promoter	-	-	-	4,000	4,000	0.000	Non-Promoter

88.	Pinnaboyena Nageswara Rao	-	Non-Promoter	-	-	-	3,000	3,000	0.000	Non-Promoter
89.	Seetha Eshwar Yadav	-	Non-Promoter	-	-	-	3,000	3,000	0.000	Non-Promoter
90.	Purimetla Vijaya Lakshmi	-	Non-Promoter	-	-	-	3,000	3,000	0.000	Non-Promoter
91.	Poluri Ramakoti Reddy	-	Non-Promoter	-	-	-	3,000	3,000	0.000	Non-Promoter
92.	Batta Anitha	-	Non-Promoter	-	-	-	3,000	3,000	0.000	Non-Promoter
93.	Chittem Maria Emmanuel	-	Non-Promoter	-	-	-	2,000	2,000	0.000	Non-Promoter
94.	PNS Prasanna Kumar	-	Non-Promoter	-	-	-	2,000	2,000	0.000	Non-Promoter
95.	G Seshadri Vasan	-	Non-Promoter	-	-	-	4,400	4,400	0.000	Non-Promoter
96.	Buddana Kiran Kumar	-	Non-Promoter	-	-	-	2,000	2,000	0.000	Non-Promoter
97.	Nandigam Thinoj Kumar	-	Non-Promoter	-	-	-	2,000	2,000	0.000	Non-Promoter
98.	Bhavesh Singhai	-	Non-Promoter	62	Negligible	-	1,680	1,742	0.000	Non-Promoter
99.	Devi Prasad Patnaik	-	Non-Promoter	-	-	-	1,500	1,500	0.000	Non-Promoter
100.	Kavita Kanduri	-	Non-Promoter	400	Negligible	-	1,500	1,900	0.000	Non-Promoter
101.	Venkateswara Rao Gunturu	-	Non-Promoter	-	-	-	1,500	1,500	0.000	Non-Promoter
102.	Parihar Ravi Singh	-	Non-Promoter	-	-	-	1,500	1,500	0.000	Non-Promoter
103.	Shravan Aerpula	-	Non-Promoter	4,500	0.001	-	1,500	6,000	0.000	Non-Promoter
104.	Suri Shetti Veera Veni	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter

105.	Sai Harsha	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
106.	Jalalpuram Sai Kumar	-	Non-Promoter	144	Negligible	-	1,000	1,144	0.000	Non-Promoter
107.	Baddam Srikanth	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
108.	Amrutham Jagadeesh	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
109.	Kankari Janakiram	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
110.	KC Satyanarayana	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
111.	Konadapalli Vara Lakshmi	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
112.	Kondapalli Suhali	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
113.	Cheemakurthi Shanmukha Priya	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
114.	K Vamsidhar	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
115.	Sri Ramula Swapna	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
116.	Kandukuri Nagaraju	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
117.	Thikkala Shyamala	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
118.	Anmol Srivastava	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
119.	Supriya Kondep	-	Non-Promoter	-	-	-	1,000	1,000	0.000	Non-Promoter
120.	Chanakya Reddy Baddam	-	Promoter	84,00,600	2.24	-	1,30,50,000	2,14,50,600	4.753	Promoter Group
121.	Kanishka Reddy Baddam	-	Promoter	84,00,600	2.24	-	1,30,50,000	2,14,50,600	4.753	Promoter Group

*investing through Tata Business Cycle Fund

Notes:

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

* The pre-issue Shareholding Pattern is as per the benpos as on 3rd July 2026 in addition to which equity shares allotted as on 08.06.2026 (33,85,362 equity shares), on 17.06.2026 (87,65,615 equity shares) and on 23.06.2026 (21,43,095 equity shares) were included, for which listing approval is awaited.

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

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

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

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

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

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

The Company has made four preferential allotments on May 12, 2026, June 8, 2026, June 17, 2026 and on June 23, 2026, pursuant to the exercise of warrants by warrant holders, converting the warrants into equity shares during the current financial year, FY 2026-27. The details are as under:

S. No.	Name & Occupation of Allottee	Number of shares allotted	Total Amount paid (including premium in ₹)
1	Lata Dhiraj Shah Occ: Business	40,000	45,60,000
2	Rajesh Vanigota Occ: Business	1,00,000	1,14,00,000
3	Rajshri Karwa Occ: Business	10,00,000	11,40,00,000
4	Ashish Jain Occ:Business	5,00,000	5,70,00,000
5	Ebisu Global Opportunities Fund Limited Occ: FPI	1,00,00,000	114,00,00,000
6	Piyush Bhupendra Gala Occ: Business	23,977	27,33,378
7	Srinivasa Reddy Akuri Occ: Business	5,00,000	5,70,00,000
8	Reena Karwa Occ: Business	15,00,000	17,10,00,000
9	Superstar Investments Private Limited Occ: Business	1,03,095	1,17,52,830
10	Trikaya Wealth Advisors Pvt Ltd Occ: Business	5,40,000	6,15,60,000

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

Not Applicable

(xv) Lock-in period:

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

(xvi) Listing:

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

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

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

Upon the issuance and allotment of the Equity Shares and Convertible Equity Warrants Saint Capital Fund, Nautilus Private Capital Ltd, Maestro Emerging Fund PCC -Value Investing, Robust Knights Fund PCC - Cell 1, M7 Global Fund PCC-Cell Dewcap Fund, Cullinan Opprts Fund VCC-Cullinan Opportunities Incorporated VCC Sub Fund 1, Tata Mutual Fund*, Ananta Capital Ventures Fund 1, Akshat Greentech Pvt Ltd, Ketan Chhotalal Sheth, Priti Anuj Badjate, Amlan Hasmukh Shah, Rampur International Limited, Hemant Hansraj Kenia, Rajagopalan V, Shikha Goyal, Investiqo Partners LLP, Ashish Bajaj, Steptrade Revolution Fund, Haresh Hemrajani, Gunjan, Kamleshkumar Dhudalal Shah, Shah Parmi, Arihant Infratrade Limited Liability Partnership, Renu Goyal, Sunit Karnawat, Khushboo Siddharth Nahar, Gopal Sharma, Anita Umesh Patni, Vibha Gupta, Bhagwat G Wani, Rajiv Arvind Desai, Rishabh Siroya, Rupali Naik, Pingili Savyatha, Eikovivify Logistics Private Limited, Kabeer Hura, Suryadevara Vidyani, Nirbhay Ajay Sancheti, Vineet Gupta, Manoj Devidas Kulchandani, Pavit Build Care, Rahul Sharad Mishrikotkar, Ashok Panachand Kapasiawala, Meghavi Bakliwal, Rakesh Shitaldas Nagrani, Facile Engineering Pvt Ltd, Sadashiva Wealth Management LLP, Narender Kumar Bolisetty, Samala Haritha Reddy, Jyothi Sambangi, Mahanand Mavoori, K Srilatha, Ravikanth Garlapati, Rashmi Rekha Mallick, Opal Global Diversified Fund Limited, Dipak Raheja, Nakshatra Finvest Limited, Cliff Trexim Private Limited, Nakshatra Stressed Assets Fund Scheme I, Bhagyalakshmi Chiluveru, Navkar Ventures, Sanghi Jewellers Pvt Ltd, Garg Brothers Private Limited, Majestic Commercial Private Limited, Sarweswara Reddy Sanivarapu, Eikovivify Logistics Private Limited, Profes Multi Opportunity Fund Series-1, Buruvu Sreenivasa Rao, Excellonix Ventures Private Limited, Dovari Amarnath, Ramesh Munuga, Prabhakar Ravula, Meka Dheeraj Nayarayana, Varshita Rampalli, Bandi Ganesh Yadav, Aerpula Krishna, Molugu Bharath, Yedoti Warun, Jinuga Saikumar, Paruchuri Raja Lakshmi Kanth, P Vijayender Reddy, Venkateswara Rao Alluri, Munagala Naveen Kumar, Bejgam Sai Nikith, Sambari Akhila, Nalla Ramesh, B Baswa Reddy, Pinnaboyena Nageswara Rao, Seetha Eshwar Yadav, Purimetla Vijaya Lakshmi, Poluri Ramakoti Reddy, Batta Anitha, Chittem Maria Emmanuel, PNS Prasanna Kumar, G. Seshadri Vasan, Buddana Kiran Kumar, Nandigam Thinoj Kumar, Bhavesh Singhai, Devi Prasad Patnaik, Kavita Kanduri, Venkateswara Rao Gunturu, Parihar Ravi Singh, Shravan Aerpula, Suri Shetti Veera Veni, Sai Harsha, Jalalpuram Sai Kumar, Baddam Srikanth, Amrutham Jagadeesh, Kankari Janakiram, K C Satyanarayana, Kondapalli Vara Lakshmi, Kondapalli Suhali, Cheemakurthi Shanmukha Priya, K Vamsidhar, Sri Ramula Swapna, Kandukuri Nagaraju, Thikkala Shyamala, Anmol Srivastava, Supriya Kondep, will be categorized as a public shareholder of the Company

(xviii) SEBI Takeover code:

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

(xix) Practicing Company Secretary Certificate:

A certificate from Sridevi Madati (Membership No. F6476 and CP No.: 11694), Practicing Company Secretary, certifying that the preferential issue of Equity Shares and Warrants is being made in accordance with requirements of SEBI ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link https://apollo-micro.com/certificates-pertaining-to-preferential-offer.html

(xx) Other disclosures/undertaking

i. The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations is not applicable.

ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;

iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;

vi. The Company is in compliance with the conditions for continuous listing;

vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of regulation;

viii. The Proposed Allottees and the promoter and promoter group has not sold or transferred any equity shares during 90 trading days preceding the Relevant Date.

ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

x. Since the equity shares of the Company are listed on the Stock Exchanges and the Preferential is not expected to result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the Preferential Issue, and under the applicable provisions of SEBI ICDR Regulations.

xi. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

x. No Person belonging to the promoters / promoter group has previously subscribed to warrants of the Company during the last one year.

xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except Mr. Karunakar Reddy Baddam, Promoter and Managing Director, Mr. Sudarshan

Chiluveru, Chief Financial Officer and Mr. G.Seshadri Vasan, Company Secretary, to the extent of the warrants being subscribed by them/their relatives.

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

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

Item 4: Authorisation to borrow monies

Keeping in view the Company's long term strategic and business objectives, and the Company is intending to bid for larger projects which may require huge working capital requirements, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

The members of the Company vide Special Resolution passed on 16th August, 2024 under section 180(1) (c) had authorized the board of directors to borrow such sum or sums of money in any manner from time to time as may be required for to support its business operations not exceeding a sum of 1,500 Crores (Rupees Fifteen Hundred Crores only).

However, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company to ₹ 5,000 Crores (Five Thousand Crores Only).

The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item 5: Authorisation to create security

In view of the existing and fresh borrowings and other and the increased long term fund requirements and Working Capital Limits which may be availed by the Company from Financial Institutions, firms, bodies corporate, persons and Banks in India or outside, it is felt that it may be necessary to pass an enabling Special Resolution to mortgage and/or charge the properties of the Company present and future in favour of the Banks and Financial Institutions, Trustees and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, for securing the requisite finance upto a maximum limit not exceeding ₹5,000 crores (Rupees Five thousand Crores only). Since mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of the Financial Institutions/Banks/Trustees/Other Lenders may be regarded as disposal of the Company's properties/undertakings, it is necessary for the members to pass Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 for a sum of not exceeding ₹ 5,000 crores (Rupees Five Thousand Crores only) in line with the borrowing powers envisaged, authorizing the Board of Directors for creation of the said mortgages/charges

The Board recommends the above special resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

6: Authorisation to give Loans and Guarantees to any bodies corporate(s) other persons and make investments in any body corporate

As per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to any body corporate or person beyond the prescribed ceiling of sixty percent of the aggregate of the paid up capital and free reserves or hundred percent of its free reserves, whichever is more, unless a Special Resolution is passed by the shareholders of the lending/investing Company. The increasing business operations and future growth plans of the Company may necessitate making further investments into the Subsidiaries/other Bodies Corporate or providing loans to, giving guarantees, providing security to or on behalf or for the benefit of the subsidiaries/other bodies corporate, any other persons/in favour of banks, Financial Institutions in India or outside over a period of time in future. It is, therefore, necessary to authorise the Board for such purposes, namely to make any loan(s) to and/or to give any guarantee(s)/provide any security, in connection with loan(s) taken by, subsidiaries/bodies corporate and/or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/bodies corporate in India or outside upto the limits provided in the proposed Special Resolution.

Accordingly, as required under the provisions of Section 186 of the Act, the approval of the members is sought by way of a special resolution to enable the Board to make investment in other bodies corporate/subsidiaries or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required up to a limit of ₹ 7,000 Crores (Rupees Seven Thousand Crores Only) or sixty per cent of its paid-up share capital , free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The Board recommends the above special resolution for your approval.

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