



# Apollo International Limited

## NOTICE

Notice is hereby given that the Extraordinary General Meeting of Apollo International Limited (“Company”) will be held as under: -

<b>DAY</b>	:	<b>MONDAY</b>
<b>DATE</b>	:	<b>02<sup>ND</sup> APRIL, 2018</b>
<b>TIME</b>	:	<b>05.00 PM</b>
<b>PLACE</b>	:	<b>APOLLO TOWERS, PLOT NO. 20, SECTOR -44, GURUGRAM, HARYANA – 122002</b>

To transact the following businesses as Special Businesses:

### **ITEM NO.1: AUTHORIZATION TO PROVIDE CORPORATE GUARANTEE FOR SUBSIDIARIES OF THE COMPANY**

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 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013 and subject to the approval of Lenders as per the Facility Agreement dated 22<sup>nd</sup> July, 2017 and subject to the provisions of the Foreign Exchange Management Act and rules and regulations thereof, the consent of Shareholders of the Company be and is hereby accorded to the Board of Directors to provide a corporate guarantee of AED 22,000,000 (UAE Dirhams Twenty Two Million Only) to National Bank of Fujairah PJSC (“Bank”), in consideration of the various banking facilities or other accommodation provided/to be provided by Bank to M/s Apollo International FZC, having its office at P.O. Box 8602, Sharjah, U.A.E, and M/s Apollo International Trading LLC, P. O. Box, 49005, Dubai, UAE, subsidiaries of the Company, in the form and substance acceptable to the Bank.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution.”

**By order of the Board  
For Apollo International Limited**

*Rahul Agarwal*  
**(Rahul Agarwal)**

**Company Secretary  
ACS – 22025**

**Address: House No. 469, 2<sup>nd</sup> Floor, Sector – 5  
Gurgaon, Haryana – 122002**

**Date: 22<sup>nd</sup> February, 2018  
Place: Gurugram**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The enclosed proxy form, if intended to be used, should reach the Registered Office of the Company duly completed before the commencement time of the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights:

Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. Members/Proxies are requested to deposit the enclosed attendance slip duly filled in and signed for attending the meeting.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out above is annexed hereto.
4. Relevant documents (if any) referred to in the Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
5. Members are requested to write their Client ID and DP ID Numbers in the attendance slip for attending the Meeting.
6. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. The route map for the EGM venue is given as Annexure I to this notice.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

The members may note that Apollo International FZC, Sharjah (AIFZC), and Apollo International Trading LLC, Dubai (AILLC) overseas subsidiaries of the Company have been availing various credit facilities from National Bank of Fujairah PJSC, UAE ("Bank"). The member may also note that vide letter dated 7<sup>th</sup> January, 2018, the Bank has approved the renewal of these credit facilities on the terms and conditions as mentioned in the said renewal letter issued by the Bank.

The members may also note that as per the renewal letter of the Bank, the Company is required to provide a corporate guarantee, letter of comfort and other undertakings, for renewal of these credit facilities availed by AIFZC and AILLC. The members may also note that AIFZC has approached the Company to provide the said corporate guarantee, letter of comfort and other undertakings in favour of the Bank for renewal of the credit facilities as per the renewal letter of the Bank.

The members may also note that in accordance with the provisions of Section 186 of the Companies Act, 2013 ("Act"), any corporate guarantees/investments/loans in other bodies corporate or person beyond 60% of Company's paid-up share capital, free reserves and security premium account or 100% of free reserves and security premium account, whichever is more, requires approval of the members by way of a Special Resolution.

The members may also note that the Board of Directors of the Company in its meeting held on 22<sup>nd</sup> February, 2018 has approved to provide Corporate Guarantee in favour of National Bank of Fujairah for banking facilities to be availed by AIFZC, Subsidiary of the Company subject to your consent. In view of the above, it is proposed to provide Corporate Guarantee, in favour of National Bank of Fujairah for renewal of credit facilities availed / to be availed by AIFZC and AILLC subsidiaries of the Company.

Hence your Directors recommend resolution set out at item no. 1 for your approval by way of a Special Resolution.

**By order of the Board  
For Apollo International Limited**

  
(Rahul Agarwal)

**Company Secretary  
ACS – 22025**

**Date: 22<sup>nd</sup> February, 2018  
Place: Gurugram**

**Address: House No. 469, 2<sup>nd</sup> Floor, Sector – 5,  
Gurgaon, Haryana – 122002**

**ANNEXURE – I**

**ROUTE MAP OF EXTRA ORDINARY GENERAL MEETING VENUE: APOLLO TOWERS, PLOT NO. 20, SECTOR -44, GURUGRAM, HARYANA – 122002**





**ATTENDANCE SLIP**

**(EXTRA ORDINARY GENERAL MEETING HELD ON 02<sup>ND</sup> APRIL, 2018)**

(Please fill in the Attendance Slip and hand it over at the entrance of the meeting hall)

**I/ we hereby record my presence in the Extra Ordinary General Meeting of Apollo International Limited**

<b>Date:</b>	02.04.2018	<b>Time:</b>	05:00 PM
<b>Place:</b>	Apollo Towers, Plot No. 20, Sector -44, Gurugram, Haryana – 122002		

Please (√) in the box and fill the necessary details.

Member

Proxy

<b>Folio No./ DP ID &amp; Client ID</b>	
<b>Name of the Shareholder</b>	
<b>Name of the Proxy, if applicable</b>	
<b>Address of the Shareholder</b>	
<b>Number of Shares</b>	

<b>Signature of the Shareholder/ Proxy/Representative present</b>	
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**FORM NO. MGT-11  
PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN: U74899DL1994PLC061080

Name of the Company: Apollo International Limited

Registered Office: Office No. 303, Third Floor, DLF Courtyard

Saket, New Delhi – 110017

Name of the Member(s):	
Registered Address :	
E Mail Id :	
Folio No /Client Id:	
DP ID :	

I/We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
 Address: .....  
 E-mail Id:.....  
 Signature: ....., or failing him
  
2. Name: .....  
 Address: .....  
 E-mail Id:.....  
 Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, 02<sup>nd</sup> day of April, 2018 at 05:00 P.M. at Plot No. 20, Sector – 44, Gurugram, Haryana – 122002 and at any adjournment thereof in respect of such resolutions as indicated below: -

Resolution No.	Resolutions
<b>SPECIAL BUSINESSES</b>	
Item No.1	AUTHORIZATION TO PROVIDE CORPORATE GUARANTEE FOR SUBSIDIARIES OF THE COMPANY

Signed this ..... day of April, 2018

Signature of shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp
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