



Apollo International Limited

NOTICE

Notice is hereby given that the 25th (Twenty Fifth) Annual General Meeting of the members of Apollo International Limited (“Company”) will be held at shorter notice as under: -

DAY : WEDNESDAY
DATE : 30TH DECEMBER, 2020
TIME : 05:00 PM
PLACE : OFFICE NO. 303, THIRD FLOOR,
DLF COURTYARD, SAKET,
NEW DELHI – 110017

To transact the following businesses: -

ORDINARY BUSINESSES

1. To receive, consider and adopt: -
 - (a) the audited financial statements of the Company for the financial year ended 31st March, 2020, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2020, the reports of the Auditors thereon.
2. To appoint a Director in place of Dr. Manoj Kumar (DIN: 00247927), who retires by rotation and being eligible, offers himself for re – appointment.

SPECIAL BUSINESSES

3. Regularization of Additional Director, Ms. Neetu Ahuja (DIN: 08730212) as Director 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 Sections 160 & 161 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Neetu Ahuja (DIN-08730212), who was appointed as an Additional Director of the Company with effect from 24th April, 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

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.”

4. Creation of Security on Assets 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 in supersession of the special resolution passed by the members of the Company pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 at their Extra- Ordinary General Meeting held on 12th June, 2017, the consent of the members of the Company be and is hereby accorded pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage and/or charge in all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, any other lenders or security trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company does not exceed Rs. 15,00,00,00,000 (Rupees One Thousand Five Hundred Crores only) at any time.

RESOLVED FURTHER THAT for the purpose of the provisions of Section 180(1)(a) of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create encumbrances on its assets for securing obligations undertaken by the Company or any third party, provided the obligations in relation to which such encumbrances are made available does not exceed the borrowing limits approved for the Company.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed between the concerned parties.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings as may be necessary for giving effect to the above resolution.”

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

5. Authorization for Borrowings

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 of the Company pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 at their extra ordinary general meeting held on 12th June, 2017, the consent of the members of the Company be and is hereby accorded pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the articles of association of the Company, to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee thereof) to borrow money from banks / financial institutions / body corporate from time to time for the business purposes of the Company, notwithstanding that the money to be borrowed together with the money already borrowed (apart from the temporary loans obtained / to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves provided, however, the aggregate amount of money which may be borrowed shall not at any time exceed the limits of Rs. 1,500,00,00,000 (Rupees One Thousand Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to finalize and to sign/execute any deed, documents, agreement, writings and to do all such acts, matters and things, to give effect to this resolution.”

6. Issue of 0.01 % Optionally Convertible Redeemable Preference Shares (“OCRPS”) on Rights Issue Basis

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

“RESOLVED THAT in accordance with the provisions of Section 55, 62 (1) (a) and other applicable provisions and rules of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), if any, and the enabling clauses of the Memorandum of Association and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to issue and offer on rights issue basis 9,16,088 (Nine Lakhs Sixteen Thousand Eighty Eight)– 0.01 % Optionally Convertible Redeemable Preference Shares (“OCRPS”) of Rs.10/- each at premium of Rs. 115/- each, to the existing shareholders of the Company, as on 24th December, 2020 in the ratio of their existing equity shareholding in the Company on the following terms and conditions: -

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

I. The Size of Issue:

9,16,088 (Nine Lakhs Sixteen Thousand Eighty Eight)– 0.01 % Optionally Convertible Redeemable Preference Shares (“OCRPS”) of Rs. 10/- each at premium of Rs. 115/- each.

II. Ratio of issue

To all the equity shareholders of the Company in the ratio of their existing shareholding in the Company as on 24th December, 2020.

III. Pricing of the Optionally Convertible Redeemable Preference Shares (“OCRPS”):

Each OCRPS of face value of Rs. 10/- each, issued at premium of Rs. 115/-per share

IV. Nature of Preference Shares:

Optionally Convertible Redeemable Preference Shares (“OCRPS”).

V. Rate of Dividend:

0.01% per annum (to be determined on the face value), non – cumulative.

VI. Cumulative or Non-Cumulative:

Non-Cumulative in nature.

VII. Terms and Conditions/ Redemption Terms

The amount subscribed/paid on each OCRPS shall be either redeemed at the rate of Rs. 125/- on maturity at completion of period of 20 (Twenty) years from the date of their allotment or earlier at the discretion of the Board.

The OCRPS holder shall have the option (but the obligation) to get these OCRPS converted into equity shares of the Company in the ratio of 1:1 each at any time after the allotment of the OCRPS.

VIII. Tenure:

The tenure of OCRPS is 20 (Twenty) years from the date of their allotment or earlier at the discretion of the Board, unless converted at the option of OCRPS Holder.

IX. Priority with respect to payment of dividend, if declared by the Company.

OCRPS will carry a preferential right with respect to payment of dividend, in a situation of declaration of dividend by the Company.

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

X. Priority with respect to repayment of Capital:

OCRPS will carry a preferential right with respect to repayment of capital in the event of winding up.

XI. Redemption Terms:

The OCRPS shall be redeemed at the end of tenure or earlier at the discretion of the Board at the rate of Rs. 125/- per OCRPS, if not converted at the option of OCRPS Holder.

XII. Participation in Surplus Fund:

OCRPS shall be non-participating in the surplus funds i.e. the Preference Share Holder (s) shall not be entitled to participate in the surplus funds of the Company either by way of dividend or otherwise.

XIII. Voting Rights:

OCRPS shares shall not carry any voting rights except in accordance with the provisions of Section 47 (2) of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution and to modify, vary, amend the terms and conditions of these OCRPS including making the requisite filings with the concerned Registrar of Companies .”

Place: New Delhi

Date: 30th December,2020

For Apollo International Limited



Rahul Agarwal

(GM Legal & Company Secretary)

Add: House No. 469, 2nd Floor,

Sector- 5, Gurgaon, 122001

ICSI Membership No.: A22025

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL 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 scheduled 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 Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses set out above are annexed hereto.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
5. The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2) in respect of Dr. Manoj Kumar (DIN: 00247927), who retires by rotation and being eligible, offers himself for re – appointment is given as **Annexure I** to this Notice.
6. The route map for the AGM venue is given as **Annexure II** to this Notice.

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company through a circular resolution passed on 24th April, 2020 had appointed Ms. Neetu Ahuja as additional director with effect from the said date. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Neetu Ahuja will hold office up to the date of this Annual General Meeting i.e. 30th December, 2020. Further, the Company has received necessary disclosures/declaration from Ms. Ahuja for the purpose of above regularization.

The members may note that Ms. Neetu Ahuja, is commerce graduate from Delhi University and holds a Post Graduate Diploma in Finance & International Business from Institute of Management Technology, Ghaziabad (U.P.). Ms. Ahuja is a seasoned banking professional with illustrative career in banking sector and presently associated with Kotak Mahindra Bank, as Senior Vice President Regional Manager in Public Affairs & Government Business.

The Board considers that her association would be of immense benefit to the Company. Accordingly, the Board recommends the resolution No.3 in relation to appointment of Ms. Neetu Ahuja as Director for the approval by the shareholders of the Company.

The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2) are given below: -

S. No.	Particulars	Details
1	Name	Ms. Neetu Ahuja
2	Age	43 Years
3	Qualifications	Ms. Neetu Ahuja, is commerce graduate from Delhi University and holds a Post Graduate Diploma in Finance & International Business from Institute of Management Technology, Ghaziabad (U.P.).
4	Experience	Ms. Ahuja aged about 43 years is a seasoned banking professional with illustrative career in banking sector and she has worked with various multinational banks such as Citibank and BNP Paribas at senior positions.

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

		Presently, Ms. Ahuja is associated with Kotak Mahindra Bank, as Senior Vice President-Regional Manager in Public Affairs & Government Business.
5	Terms and conditions of appointment or re-appointment	Liable to retire by rotation
6	Details of remuneration sought to be paid	None, except the sitting fees
7	Remuneration last drawn by such person	None, except the sitting fees
8	Date of First appointment on the Board	24 th April, 2020
9	Shareholding with the Company	Nil
10	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
11	Number of the Board Meeting attended during the financial year 2019-2020	Not Applicable as the date of appointment is 24 th April 2020
12	Other Directorships, Membership/ Chairmanship of Committees of the other Boards	Nil

The relevant documents, if any, referred to in resolution at item no. 3 and this explanatory statement are available for inspection by the Members at the Registered Office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company during normal business hours and also at the meeting.

Save and except Ms. Neetu Ahuja herself in her capacity of Director of the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

Accordingly, your directors recommend resolution set out at item no. 3 for your approval by way of an Ordinary Resolution.

Item No. 4 & 5

The members may note that the Board of Directors of the Company in its meeting held on 12th June, 2017, approved and recommended for shareholder's approval by way of special resolutions under Section 180 of the Companies Act, 2013, authorizations to borrow money from banks / financial institutions / body corporate from time to time for the business purposes of the Company upto the limit of Rs. 1000.00 Crores (One Thousand Crores Only) and to create security for borrowings of the Company and/or its subsidiary companies for an amount upto Rs.1000.00 Crores (One Thousand Crores Only). The members may also note that the above limits of Rs. 1000.00 Crores (One Thousand Crores Only) were approved by the members of the

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

Company by way of passing two separate special resolutions in their Extra – Ordinary General Meeting held on 12th June, 2017.

The members may further note that in view of availing of fresh facilities from Banks, Financial Institution etc., and creation of security for the borrowings of the Company and its subsidiaries, the Company may exceed the above limit of Rs. 1000.00 Crores as approved by the members under Section 180 of the Companies Act, 2013.

The members may also note that in view of the above, the Board of Directors of the Company in its meeting held on 24th December, 2020 have considered and approved the enhancement in above limit from existing Rs. 1000.00 Crores (One Thousand Crores Only) to Rs. 1,500.00 Crores (One Thousand Five Hundred Crores Only) and recommend the same for approval of members by way of Special Resolutions in this Annual General Meeting i.e. 30th December, 2020.

In view of the above, the members are requested to consider and approve the above matter by way of Special Resolutions under Section 180 of Companies Act, 2013 to borrow money/funds and to create security for borrowing of money/funds by the Company and/or its subsidiaries or its affiliates from time to time for an amount upto Rs. 1,500.00 Crores (One Thousand Five Hundred Crores Only) in one or more tranche notwithstanding that the money to be borrowed together with the money already borrowed (apart from the temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves.

Hence, your directors recommend resolutions set out at item no. 4 & 5 for your approval by way of Special Resolutions.

None of the Directors and other key managerial personnel and their respective relatives, are in any way concerned or interested or have any financial or other interest in the above resolutions.

Item No. 6

The member may note that the Company requires funds for its business purposes and in order to meet such funds requirement, it is proposed to raise funds from long term resources through issue of 0.01% Optionally Convertible Redeemable Preference Shares (“OCRPS”) on rights issue basis to the existing equity shareholders of the Company for an amount upto Rs. 11,45,11,000/- (Eleven Crores Forty Five Lakhs and Eleven Thousand Only).

In view of the above, the Board of Directors of your Company in their meeting held on 24th December, 2020 has considered and approved, subject to the approval of members, to issue and offer on rights issue basis 9,16,088 (Nine Lakhs Sixteen Thousand Eighty Eight), 0.01% Optionally Convertible Redeemable Preference Shares (“OCRPS”) of Rs.10/- each at a premium of Rs. 115/- each to the existing shareholders of the Company as on 24th December, 2020, in the ratio of their existing shareholding in the Company on the following terms and conditions: -

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

I. The Size of Issue:

9,16,088 (Nine Lakhs Sixteen Thousand Eighty Eight)– 0.01 % Optionally Convertible Redeemable Preference Shares of Rs. 10/- each at premium of Rs. 115/- each.

II. Ratio of issue

To all the equity shareholders of the Company in the ratio of their existing shareholding in the Company as on 24th December, 2020.

III. Pricing of the Optionally Convertible Redeemable Preference Shares (“OCRPS”):

Each OCRPS of face value of Rs. 10/- each , issued at premium of Rs. 115/-per share.

IV. Nature of Preference Shares:

Optionally Convertible Redeemable Preference Shares (“OCRPS”).

V. Rate of Dividend:

0.01% per annum (to be determined on the face value), non – cumulative.

VI. Cumulative or Non Cumulative:

Non-Cumulative in nature.

VII. Terms and Conditions/ Redemption Terms

The amount subscribed/paid on each OCRPS shall be either redeemed at the rate of Rs. 125/- on maturity at completion of period of 20 (Twenty) years from the date of their allotment or earlier at the discretion of the Board.

The OCRPS holder shall have the option (but the obligation) to get these OCRPS converted into equity shares of the Company in the ratio of 1:1 each at any time after the allotment of the OCRPS.

VIII. Tenure:

The tenure of OCRPS is 20 (Twenty) years from the date of their allotment or earlier at the discretion of the Board, unless converted at the option of OCRPS Holder.

IX. Priority with respect to payment of dividend, if declared by the Company:

OCRPS will carry a preferential right with respect to payment of dividend, in a situation of declaration of dividend by the Company.

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

X. **Priority with respect to repayment of Capital:**

OCRPS will carry a preferential right with respect to repayment of capital in the event of winding up.

XI. **Redemption Terms:**

The OCRPS shall be redeemed at the end of tenure or earlier at the discretion of the Board at the rate of Rs. 125/- per OCRPS, if not converted at the option of OCRPS Holder.

XII. **Participation in Surplus Fund:**

OCRPS shall be non-participating in the surplus funds i.e. the Preference Share Holder (s) shall not be entitled to participate in the surplus funds of the Company either by way of dividend or otherwise.

XIII. **Voting Rights:**

OCRPS shares shall not carry any voting rights except in accordance with the provisions of Section 47 (2) of the Companies Act 2013.

The members may also note that in accordance with the provisions of Section 55 of the Companies Act, 2013, the approval of members of the Company by way of a special resolution is required for issue and offer of optionally convertible redeemable preference shares ("OCRPS") by the Company.

Hence, your directors recommend resolution set out at item no 6 for issue of Optionally Convertible Redeemable Preference Shares ("OCRPS") on rights issue basis, for your approval by way of Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice except to the extent of their respective shareholding in the Company.

Place: New Delhi

Date: 30th December, 2020

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


Rahul Agarwal

(GM Legal & Company Secretary)

Add: House No. 469, 2nd Floor,

Sector- 5, Gurgaon, 122001

ICSI Membership No.: A22025

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

Annexure(s) to Notice of AGM

Annexure – I

The necessary disclosures pursuant to the Secretarial Standards on General Meeting (SS - 2), with respect to item no. 2 are given below: -

S. No.	Particulars	Details
1	Name	Dr. Manoj Kumar
2	Age	48Years
3	Qualifications	Dr. Kumar is alum of Harvard Business School and NLS Bangalore and also Honored with a Doctorate of Excellence honoris causa by the KEISIE International University of South Korea.
4	Experience	<p>Dr. Manoj Kumar, aged 48 years is the Founder of Hammurabi & Solomon (H &S) law firm, India Strategy Group (ISG), International Legal Advisory Network (ILAN) a network of law firms across the globe and the India Unites Foundation (India Unites) a social responsibility initiative. Dr. Kumar has expanded and led the transformation of the Hammurabi & Solomon corporate M&A, Law, Regulation & Public Policy practice over the past few decades. In 2001, he founded Hammurabi & Solomon, which is now counted amongst the leading & well reputed Law Firms in the country.</p> <p>Dr. Kumar is alum of Harvard Business School and NLS Bangalore. Honored with a Doctorate of Excellence honoris causa by the KEISIE International University of South Korea.</p>
5	Terms and conditions of appointment or re-appointment	Liable to retire by rotation
6	Details of remuneration sought to be paid	None, except sitting fees
7	Remuneration last drawn by such person	None, except sitting fees
8	Date of First appointment on the Board	22 nd September, 2017
9	Shareholding with the Company	Nil
10	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
11	Number of the Board Meeting attended during the financial year 2019-20	5 (five), board meetings

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

12	Other Directorships, Membership/ Chairmanship of Committees of the other Boards	<ol style="list-style-type: none">1. August Foods and Beverages LLP2. August Electricals LLP3. August Sports and Events LLP4. Apollo Logisolutions Limited5. August Medical LLP6. August Broadcasting Company LLP7. Yashasvi Institute of Learning LLP8. India Unites Foundation9. Hammurabi & Solomon Corporate Advisors LLP10. Manasvi Sports & Event LLP11. Hammurabi & Solomon Advisors LLP12. Manyas Global Outsourcing Services LLP13. R.S Chhikara Construction LLP14. Lexxo Lawtech Private Limited15. India Strategy Group Advisors Private Limited
----	---	--

The relevant documents, if any, referred to in resolution at item no. 2 and this explanatory statement are available for inspection by the Members at the Registered Office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company during normal business hours and also at the meeting.

Save and except Dr. Manoj Kumar himself in his capacity of Director of the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the Notice.

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

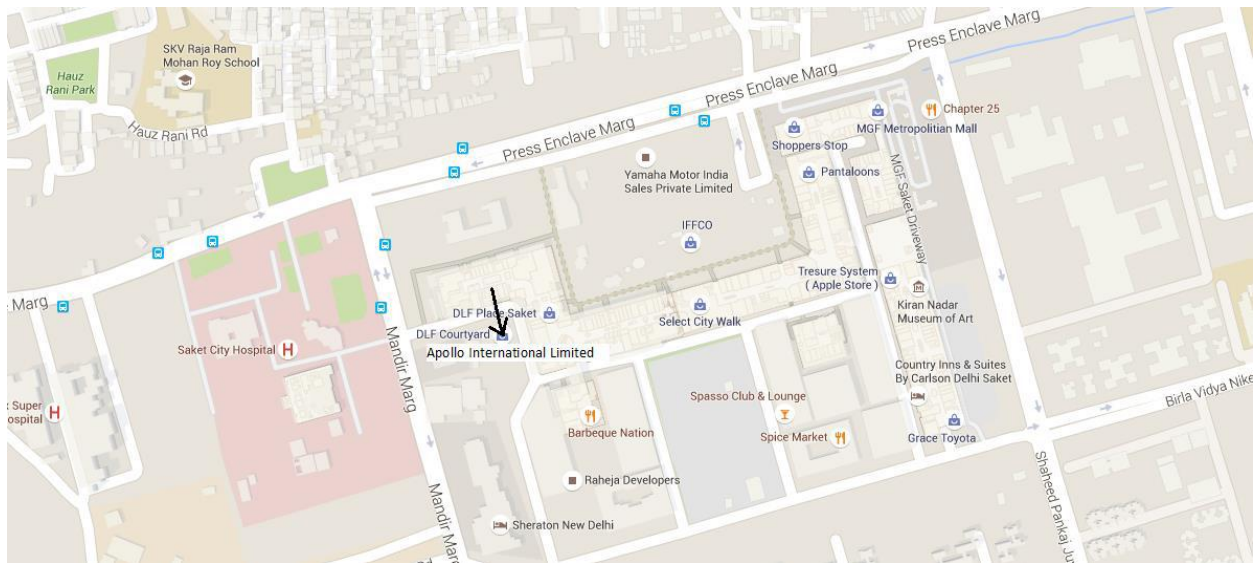
CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

Annexure – II

Route map of Annual General Meeting Venue: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017



Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.
Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017
Tel: +91 124 6740 100/200 Email: info@apolloindia.com
CIN – U74899DL1994PLC061080 www.apolloindia.com



ATTENDANCE SLIP

**(TWENTY FIFTH ANNUAL GENERAL MEETING HELD ON
30TH DECEMBER, 2020)**

(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 Twenty Fifth Annual General Meeting of Apollo International Limited

Date:	30 th December, 2020	Time:	05:00 PM
Place:	Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017		

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

Member Proxy

Regd. Folio	
Name of the Shareholder	
Name of the Proxy, if applicable	
Address of the Shareholder	
Number of Shares	

Signature of the Shareholder/ Proxy/Representative present	
---	--



Apollo International Limited

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
3. Name:

Address:

E-mail Id:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fifth Annual General Meeting of the Company, to be held at shorter notice on Wednesday, 30th day of December, 2020 at 05:00 p.m. at Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi – 110017 and at any adjournment thereof in respect of such resolutions as are indicated below: -

Corporate Office: Apollo Towers, Plot No. 20, Sector 44, Gurugram 122002, Haryana, India.

Registered Office: Office No. 303, Third Floor, DLF Courtyard, Saket, New Delhi 110017

Tel: +91 124 6740 100/200 Email: info@apolloindia.com

CIN – U74899DL1994PLC061080 www.apolloindia.com



Apollo International Limited

Resolution No.	Resolutions
ORDINARY BUSINESSES	
1	To receive, consider and adopt: - (a) the audited financial statement of the Company for the financial year ended 31 st March, 2020, the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended 31 st March, 2020, the reports of the Auditors thereon.
2	To appoint a Director in place of Dr. Manoj Kumar (DIN: 00247927), who retires by rotation and being eligible, offers himself for re – appointment.
SPECIAL BUSINESSES	
3	Regularization of Additional Director, Ms. Neetu Ahuja (DIN: 08730212) as a Director of the Company.
4	Creation of Security on Assets of the Company.
5	Authorization for Borrowings.
6	Issue of Optionally Convertible Redeemable Preference Shares (“OCRPS”) on Rights Issue Basis.

Signed this day of..... 2020

Signature of shareholder.....

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

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company before the commencement of the Meeting.