



APOLLO FINVEST (INDIA) LIMITED.

CIN No.: L51900MH1985PLC036991
Unit No. 803, Morya Blue Moon,
Veera Desai Industrial Estate, Andheri West,
Mumbai, Maharashtra 400053
Email Id: info@apolloinvest.com
Contact No. 022-62231667/68

NOTICE TO THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of **Apollo Finvest (India) Limited** will be held on **Thursday, 3rd December, 2020 at 11.30 A.M.** through Video Conferencing ('VC') to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss Account and the Cash Flow Statement along with the notes and Schedules for the year ended on that date together with the Report of Directors' and Auditors' thereon.

"RESOLVED THAT the audited financial statements including the Audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss Account and the Cash Flow Statement along with the notes and Schedules for the year ended on that date and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS:

2. **APPOINTMENT OF MS. DIKSHA NANGIA AS A WHOLE TIME DIRECTOR OF THE COMPANY:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**;

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or enactment thereof), the approval of members be and is hereby accorded to appoint Ms. Diksha Nangia (DIN:07380935), Chief Financial Officer as the Whole Time Director of the Company for a term of five consecutive years beginning from 23rd January, 2020 to 23rd January, 2025.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby severally authorized as the case maybe, on behalf of the Company, to digitally sign necessary e-forms and do all such acts, deeds and things which are necessary and incidental in order to give effect to this resolution."

3. **REVISION IN REMUNERATION OF MS. DIKSHA NANGIA AS A WHOLE TIME DIRECTOR:**

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 197(1) and 198 of the Companies Act, 2013 (the "Companies Act") read with Section II, Part II of Schedule V of the Companies Act, 2013, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded for the remuneration to be paid to Ms. Diksha Nangia as a Whole Time Director of the Company during the period from 1st February, 2020 to 23rd January, 2023 on such terms, conditions and remuneration as mentioned hereunder:

I. Remuneration:

Salary: Such amount as may be decided by Board for the payment of remuneration on monthly basis, but subject to the maximum upper limit including perquisites given below shall not exceed Rs. 5,00,000/- per month.



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II. Perquisite:

- i. Leave Travel Allowance for Ms. Diksha Nangia and her family once in a year in accordance with Company Policy.
- ii. Ms. Diksha Nangia is entitled for Reimbursement of all medical expenses incurred (including premium on Medical Insurance, Hospitalisation, Nursing Home, Nursing, Dental and Optical treatment expenses) for Ms. Diksha Nangia subject to a ceiling of one-month salary in a year or three months in a block of three years.
- iii. Contributions to Provident Fund, Superannuation Fund, Annuity Fund. The said contributions will not be included in the computation of ceiling on perquisites to the extent these either single or put together are not taxable under the Income-Tax Act.
- iv. Use of car & telephone at her residence for business purposes of the Company.

III. Ms. Diksha Nangia shall be subject to retirement by rotation during her tenure as the Whole Time Director of the Company.

IV. Termination: The above contract of employment can be terminated by either side by giving three months' notice in writing.

RESOLVED FURTHER THAT the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized to revise, amend, alter and vary the terms of appointment and remuneration of Ms. Diksha Nangia so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Ms. Diksha Nangia, any further reference to the shareholders as to maximum limit to be decided in general meeting and subject to the Articles of Association of the Company.

RESOLVED FURTHER THAT where in any financial year, during the tenure of Ms. Diksha Nangia as a Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as decided by the Board of Director, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby severally authorized as the case maybe, on behalf of the Company, to digitally sign necessary e-forms and do all such acts, deeds and things which are necessary and incidental in order to give effect to this resolution."

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

"RESOLVED THAT Mr. Akash Valia (DIN-07358796), who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 30, 2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 16 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the appointment of Mr. Akash Valia (DIN-07358796), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect, be and is hereby approved as an Independent Director of the Company, not liable to retire by rotation, for a term of 5(Five) consecutive years commencing from January 30, 2020 to January 30, 2025.



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RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby



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7. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per Register of Member will be entitled to vote, provided the votes are not already cast by remote e-voting.
8. All documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company during the business hours on all working days except Saturday and Sunday up to the date of the 34th Annual General Meeting.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 27th November 2020 to Thursday, 3rd December, 2020 (both days inclusive).
10. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
11. Members who would like to express their views/ask question during the AGM may register themselves as a speaker by sending their request, mentioning their name, Demat account no./Folio No., email id, mobile number at info@apollofinvest.com between 26th November, 2020 at 9:00 a.m. to 1st December, 2020 at 5:00 p.m. The shareholders who do not want to speak during the AGM but have queries may send their queries mentioning their name, Demat account no./Folio No., email ID, mobile number to info@apollofinvest.com. These queries will be suitably replied to by the company by email
12. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a maximum time of 3(three) minutes each, once the floor is open for shareholder queries. The company reserves the right to restrict the number of speaker and number of questions depending on the availability of time for the AGM.
13. In accordance with MCA Circulars dated 8th April, 2020 and 13th April, 2020 and SEBI Circular dated 12th May, 2020 due to COVID-19 pandemic, the Notice of 34th AGM along with the Annual Report for 2019-2020 inter alia indicating the process and manner of remote e-voting and voting through Video Conferencing is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company's Registrar & Share Transfer Agents, System Support Services ("RTA") / Depositories. Members may note that the Notice of the AGM along with the Annual Report 2019-2020 is also available for download on the website of the Company at www.apollofinvest.com and on the websites of the BSE Limited at www.bseindia.com.
14. For receiving all communication (including Notice and Annual Report) from the Company electronically:
 - (a) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company/ RTA are requested to register/ update the same by writing to the Company/ RTA with details of their folio number and attaching a self-attested copy of the PAN Card at info@apollofinvest.com or to the Company's RTA at rnt.helpdesk@linkintime.co.in
 - (b) Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depositories
15. Members will be able to attend the meeting through VC/ OAVM or view the live webcast by logging on to the e-voting website of CDSL at www.evotingindia.com by using their e-voting login credentials. On this page, click on the link Shareholders / Members, the Video Conferencing/ webcast link would be available.
16. During Financial Year 2019-2020, the Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after 1st April, 2019, can do so only in dematerialized form. Further, SEBI has vide Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated 7th September 2020 have extended the deadline for re-lodgment of transfer lodged prior to deadline of 1st April, 2019 and rejected/returned due to deficiency in the documents to 31st March, 2021.



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17. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required. Shareholders can write to the Company at info@apollofinvest.com or contact the Registrars and Transfer Agent - M/s. Linkintime India Pvt Ltd at rnt.helpdesk@linkintime.co.in and 022-49186000 for assistance in this regard.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
19. The shares of the company are listed on BSE Limited.
20. In view of Circular issued by the SEBI for appointing common agency the Company has appointed M/s. Link Intime India Private Limited as Registrar & Transfer Agent. Members are therefore requested to send their grievances for early disposal at the address given below:

Link Intime India Private Limited
C-101,247 Park, L.B.S. Road,
Vikhroli (West), Mumbai- 400083
TEL: 022-49186270/ 49186260
E-mail:- rnt.helpdesk@linkintime.co.in
21. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the company at the address given above and in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the company.
22. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in their address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the depository participant(s) and holdings should be verified.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

THE PROCEDURE/INSTRUCTIONS FOR E-VOTING ARE AS UNDER:-

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 30th November 2020 at 09.00 A. M. and ends on 2nd December 2020 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 26th November, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on "Shareholders" module.
- iv. 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) Members holding shares in Physical Form should enter Folio number registered with the Company OR



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Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

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

| | For Shareholders holding shares in Demat Form and Physical Form |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 as mentioned in instruction (v). |

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant <Apollo Finvest (India) Limited> on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix. Note for Non Individual shareholders and Custodians
 - a. 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 as Corporate and custodians respectively.



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- b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - f. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- xx. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- xxi. The Board of Directors has appointed Shri. Prabhat Maheshwari, Partner, GMJ & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and voting process at AGM in a fair and transparent manner.
- xxii. The Scrutinizer's Report shall be placed on the Company's website www.apolloinvest.com and on the website of CDSL within 48 hours of the conclusion of the AGM of the Company and communicated to the Stock Exchanges.
- xxiii. The members are requested to:
- Intimate to the Registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
 - Quote Registered Folio / Client ID & DP ID in all their correspondence;
 - Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialized form for all the investors.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- ii. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed.
- iii. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iv. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. 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.
- vi. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM 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 AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



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

ITEM NO. 2:

In accordance with the provisions of Section 196, 197, 198 read with Schedule V of the Companies Act, 2013 and regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors have proposed that Ms. Diksha Nangia, Chief Financial Officer of the Company be appointed as Whole Time Director on the Board, whose office shall be liable to retire by rotation.

BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

| Name | Diksha Nangia |
|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Profile | Diksha Nangia, as Chief Financial Officer of Apollo Finvest (India) Limited, leads an internet first pure play transactional NBFC. She has eight plus years of experience of building financial models and managing credit risk products at scale. At Apollo, she is building a robust risk monitoring platform that will enable any Company to build its own, modern and scalable financial product. Prior to Apollo Finvest (India) Limited, Diksha managed credit at HDFC Ltd. (India's largest mortgage lender) and built large financial models in the ING Vysya's investments team. Diksha is a CFA Charter holder who holds an MBA in finance from NMIMS and a Bachelor's degree from Mumbai University. |
| Age | 31 |
| Date of first appointment on the Board | 9 th August, 2019 |
| Qualifications | CFA Charter holder, MBA in finance |
| Expertise in specific functional areas | Financial Sector |
| Directorship of other Companies | 2 |
| Chairman / Member of the Committees of the Board of the Companies in which he / she is a Director | Nil |
| Shareholding of the Director in Apollo Finvest (India) Limited (Number of Shares) | 0 |
| Relationship between directors inter-se | Wife of Managing Director and CEO of Company |

The Board recommends the passing of Special Resolution as set out in the Item No. 2 of the Notice for approval of the members.

None of the Directors except Mr. Mikhil Innani, Managing Director and promoter and their relatives is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in Item No.2 for the approval of the members.

ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, it has been decided to revise remuneration to be paid/payable to Ms. Diksha Nangia, CFO and Whole Time Director of the Company, subject to the approval of members/shareholders by way of Special Resolution.



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Accordingly, the Board of Directors at its Meeting held on 23rd January, 2020 felt it prudent to approach the Members of the Company seeking their approval by way of special resolution to revise the remuneration payable to the aforesaid managerial personnel.

Having regard to the above, the resolution set out at item No. 3 have been proposed and the Board of Directors recommended the same for your approval based on the recommendation of Nomination and Remuneration Committee.

I) General Information

1. Nature of Industry: Non - Banking Financial Company (NBFC)
2. Date of commencement of commercial production: Being a NBFC not applicable
3. Financial Performance based on given Indicators:

Based on Audited Statement of Accounts for the year ended 31st March, 2020

| Particulars | Amount in INR |
|---------------------------|---------------|
| Total Income | 28,81,05,155 |
| Net Profit after Taxation | 6,64,36,691 |
| Paid-up Share Capital | 3,73,12,080 |
| Reserves & Surplus | 21,30,56,727 |

4. Export Performance and Net Foreign Exchange Collaborations: The Company's products are not exported. The Company has no foreign exchange collaborations.
5. Foreign Investments or Collaborators: Not applicable.

II) Information about the Appointee:

1. **Background Details:**

Ms. Diksha Nangia, as Chief Financial Officer of Apollo Finvest (India) Limited, leads an internet first pure play transactional NBFC. She has eight plus years of experience of building financial models and managing credit risk products at scale. At Apollo, she is building a robust risk monitoring platform that will enable any Company to build its own, modern and scalable financial product. Prior to Apollo Finvest (India) Limited, Diksha managed credit at HDFC Ltd. (India's largest mortgage lender) and built large financial models in the ING Vysya's investments team. Diksha is a CFA Charter holder who holds an MBA in finance from NMIMS and a Bachelor's degree from Mumbai University.

2. **Past Remuneration:** Rs. 10,20,000/- as Chief Financial Officer of the Company.

3. **Job profile and his suitability:**

Ms. Diksha Nangia who is already holding the position of Chief Financial Officer has been appointed as Whole Time Director of the Company. She will be in charge of overall management subject to directions, supervision and control of the Board of the Directors of the Company. Her sincere efforts and dedication has been a major source for the growth of the Company.

Taking into consideration her qualifications and expertise in the relevant fields, she is suited for the responsibilities assigned to her by the Board of Directors.

4. **Remuneration proposed:**

Remuneration is as per recommendations of the Nomination & Remuneration Committee and same has been given in detail in the proposed resolution.



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5. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Considering the size of Company, the profile of Ms. Nangia, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid to her is commensurate with the remuneration packages paid to similar appointees in other companies.

Except Mr. Mikhail Innani, Managing Director of the Company, Ms. Diksha Nangia is not related to any of the directors of the Company. Mr. Mikhail Innani is the husband of the appointee. None of the Director of your Company are interested in the above payment except Ms. Diksha Nangia and Mr. Mikhail Innani.

The Board, accordingly, recommends the resolution of Item No. 3 of the Notice for the approval of the Member.

ITEM NO. 4:

Mr. Akash Valia was appointed as an Additional Director (Independent capacity) of the Company with effect from 30th January 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. Your Board proposes to regularize his appointment and appoint him as an Independent Director of the Company under Section 149 and Regulation 16(1)(b) of the Listing Regulations, for one term of Five Years, commencing from 30th January, 2020.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Akash Valia, being eligible for appointment as Independent Director offers himself for appointment, is proposed to be appointed as an Independent Director for one term of five consecutive years from 30th January, 2020 upto 30th January, 2025.

Copy of the draft letter for appointment of Mr. Akash Valia as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

Mr. Akash Valia holds an MBA degree from Mannheim Business School in Germany. He has dynamic work experience in the manufacturing industry and e-commerce functions. Currently, he heads the e-commerce division at Wuerth, a leading supplier in the automotive aftermarket industry.

The Board is of the view that the appointment of Mr. Akash Valia as an Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Akash Valia himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an Ordinary Resolution.

Date: 5th November, 2020

Place: Mumbai

CIN: L51900MH1985PLC036991

Registered Office:

Unit No. 803, Morya Blue Moon, 8th Floor, Veera Desai Industrial Estate,
New Link Road, Opp. Laxmi Industrial Estate,
Andheri (West), Mumbai, Maharashtra, 400053

**By Order of the Board of Directors,
Apollo Finvest (India) Limited**

**Mikhail R. Innani
Managing Director
DIN: 02710749**