

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

**NOTICE** is hereby given that an **Extra-Ordinary General Meeting** of the members of Apollo Green Energy Limited (Formerly Known as Apollo International Limited) will be held on **Wednesday, 12<sup>th</sup> February, 2025, at 11.30 A.M. (IST)** by way of Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following Special business:

### ITEM 1: APPROVAL FOR ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS

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

**"RESOLVED THAT** pursuant to Section 42, 62(1)(c) of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), [including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force] read with the Rules made thereunder including Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, as may be amended from time to time, Articles of Association of the Company, consent of the Members of the Company 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 constituted / may be constituted by the Board of Directors of the Company or any other person(s), for the time being exercising the powers conferred on the Board of Directors by this Resolution and as may be authorised by the Board in this regard) to create / invite / offer / issue / allot up to 13,70,00,000 (Thirteen crore seventy lakhs) fully/partly paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each and at a premium of Rs. 290 (Rupees Two Hundred and Ninety) per share for cash, in one or more tranches, on a Private Placement Basis, to the following subscribers:

S.No.	Name of Subscriber	No. of Equity Shares	Consideration including premium
1	M/s OSK Holdings (AIL) Private Limited	3,00,00,000	900,00,00,000
2	M/s AIL Consultants Private Limited	3,00,00,000	900,00,00,000
3	M/s. RK Eternanova Private Limited (formerly known as Amit Dyechem Private Limited)	3,00,00,000	900,00,00,000
4	Mr. Raaja Kanwar	2,90,00,000	870,00,00,000
5	M/s. Samridhi Mega Structures Limited	90,00,000	270,00,00,000
6	M/s R Net Intelligence Systems Pvt. Ltd.	90,00,000	270,00,00,000

**RESOLVED FURTHER THAT** the equity shares to be issued and allotted pursuant to this Resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** the valuation report dated 3rd October, 2024 procured by the Company from Mr. Sanjeet Kumar Sharma (IBBI Registered Valuer) in this regard, is hereby taken on record by the members.

**RESOLVED FURTHER THAT** the Board and Committee thereof be and is hereby authorized to undertake all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid Resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage with respect to premium or such other issues without being required to seek any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above and for the purpose of giving effect to the above, the Board and committee thereof be and is hereby authorized to determine as to when the equity shares are to be issued, the terms of the issue, number of equity shares to be allotted in each tranche.

**RESOLVED FURTHER THAT** any one Director or Company Secretary of the Company be and is hereby authorized to sign the private placement offer cum application letter and to circulate the same to such persons whose name is recorded in the Form PAS-5 as per the requirements of the Companies Act 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any Committee of Directors or any Executive Director or Directors or any other Officer or Officers of the Company to give effect to the aforesaid Resolution."

**By Order of the Board for**  
**Apollo Green Energy Limited**  
*(formerly known as Apollo International Limited)*

**(Suman Lata)**  
**Company Secretary**  
**Membership No. FCS-4394**

**Place: Gurugram**  
**Date: 13.01.2025**

### NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business be transacted at the Extra-Ordinary General Meeting ('EGM') is annexed herewith.

2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular No. 09/2024 dated 19th September 2024 and other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, ("the Circulars"), companies are allowed to hold EGM through video conference or other audio visual means ("VC/OAVM") up to 30th September 2025, without the physical presence of members at a common venue. Accordingly, the EGM of the Company is being held through VC/OAVM.
3. 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) the Company is providing facility of remote e-voting and voting at the EGM to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') 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 will be provided by NSDL.
4. The Members can join the EGM in the VC/OAVM mode 30 minutes before 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 maximum of 1000 members on first come first serve basis. This will not include large shareholders (shareholders holding 2% or more of the share capital). Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors etc. who are allowed to attend this EGM without restriction on account of first come first served basis.
5. The EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate Members are requested to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization, etc., authorizing its representative to attend the EGM through VC /OAVM on its behalf and to vote through remote e-voting by email through its registered email address to [secretarialggn@gmail.com](mailto:secretarialggn@gmail.com).
7. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice of the EGM will also be available on the Company's website <https://apollo-greenenergy.com/> and on the website of our RTA – Alankit Assignments Ltd. at [www.alankit.com](http://www.alankit.com).
8. All shares of the company are held in DEMAT mode. Members holding shares in DEMAT form can update their email address with their Depository Participant.
9. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Since the EGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
11. The members who have cast their vote by remote e-voting prior to the EGM can also attend the EGM but shall not be entitled to cast their vote again.
12. Documents referred to in the Notice calling the EGM and the Explanatory Statement are available for inspection at the

Registered Office of the Company on all working days, except Saturday, Sunday and other holidays, between 11.00 A.M. to 1.00 P.M. up to the date of this Extra-Ordinary General Meeting.

13. Any Member may send his/her request to speak at the EGM for which he/she needs to send request to be registered as a speaker. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the EGM. The Company may, if necessary, also take up views/questions itself instead of allowing him/her to speak at the EGM. Members who would like to express their views/ask questions during the EGM have to register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile no. at email id [secretarialggn@gmail.com](mailto:secretarialggn@gmail.com) in advance on or before 8<sup>th</sup> February, 2025 by 5.00 p.m.
14. Ms. Anjali Yadav, Partner (Membership No.F6628 & COP No. 7527) of Anjali Yadav & Associates, (Practicing Company Secretaries) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through the e-voting system during the EGM in a fair and transparent manner.

**15. PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:**

The remote e-voting period begins on Sunday, 9<sup>th</sup> February, 2025 at 09:00 A.M. and ends on Tuesday, 11<sup>th</sup> February, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 5<sup>th</sup> February, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 5<sup>th</sup> February, 2025.

**How do I vote electronically using NSDL e-voting system?**





The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-voting system**

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.

**(A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode**

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing

NSDL.	<p>User ID and Password. After successful authentication, you will be able to see e-voting services under Value added 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 i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp</a></p> <p>3. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.e-voting.nsdl.com/">https://www.e-voting.nsdl.com/</a> 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding	<p>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</p>

securities in DEMAT mode with CDSL	<p>without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 &amp; 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the DEMAT Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</p>
Individual Shareholders (holding securities in DEMAT mode) login through their depository participant	<p>You can also login using the login credentials of your DEMAT account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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. NSDL and CDSL.**

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">mailto:evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

**(B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in DEMAT mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-voting website of NSDL. Open web browser by typing the following URL:  
<https://www.e-voting.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, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below :

Manner of holding shares i.e. DEMAT (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in DEMAT account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in DEMAT account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then

	your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your DEMAT account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your DEMAT account with NSDL or CDSL) option available on [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com).
  - Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.e-voting.nsdl.com](http://www.e-voting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your DEMAT account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Anjali Yadav <anjaliyadav.associates@gmail.com> with a copy marked to e-voting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.e-voting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.e-voting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Pallavi Mhatre-Senior Manager, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 at e-voting@nsdl.com

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 secretarialggn@gmail.com.
2. In case shares are held in DEMAT mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarialggn@gmail.com. If you are an Individual shareholders holding securities in DEMAT mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode.**
3. Alternatively shareholder/members may send a request to e-voting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

### **THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 in the EGM.
3. Members who have voted through Remote e-voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned above for **Access to NSDL e-voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name DEMAT account number/folio number, email id, mobile number at secretarialggn@gmail.com. The same will be replied by the company suitably.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The members of the Company may kindly note that the Company intends to raise funds by issuing shares on a preferential basis through private placement offer for Company's expansion in the renewable energy sector through expanding its capacity and to undertake government and public sector renewable energy projects. The Company aim to enhance its visibility in the renewable market and gain access to the capital necessary for scaling up renewable energy projects.

The Company is also in process for acquiring/ incorporation of a renewable energy Company through which the Company solely focus will be into installing power plant and selling the solar energy through it. For the said purpose, the Company is required to increase its Capital Expenditure. With solar power being a key focus, the Company see tremendous growth potential in both large-scale solar projects and the expanding demand for energy storage, green hydrogen, and hybrid power solutions. Through this the Company will contribute significantly to India's renewable energy transition and deliver value to our members. Your company is aligning its projects with India's target of 500 GW renewable energy capacity by 2030 through:

- High-capacity solar installations.
- Expanding energy storage solutions and hybrid power systems.
- Actively bidding for government and PSU projects.
- Diversifying the portfolio and strengthening technical capabilities to play a vital role in India's renewable energy transformation.

Accordingly, the Board of Directors in its meeting held on 13<sup>th</sup> January, 2025 subject to approval of the Members of the Company, accorded their approval to create/ invite/ offer/ issue/ allot up to 13,70,00,000 (Thirteen Crore Seventy Lakh) fully/partly paid-up equity shares of Rs. 10/- each for cash and at a premium of Rs. 290 (Rupees Two Hundred and Ninety) per share for cash, in one or more tranches on preferential basis through Private Placement offer to, to the following subscribers:

S.No.	Name of Subscriber	No. of Equity Shares	Consideration including premium
1	M/s OSK Holdings (AIL) Private Limited	3,00,00,000	900,00,00,000
2	M/s AIL Consultants Private Limited	3,00,00,000	900,00,00,000

3	M/s. RK Eternanova Private Limited (formerly known as Amit Dyechem Private Limited)	3,00,00,000	900,00,00,000
4	Mr. Raaja Kanwar	2,90,00,000	870,00,00,000
5	M/s Samriddhi Mega Structures Limited	90,00,000	270,00,00,000
6	M/s R Net Intelligence Systems Pvt. Ltd.	90,00,000	270,00,00,000

Members are requested to note that in terms of Section 42, 62 (1) (c) of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make any offer or invitation to subscribe to securities on preferential basis through private placement offer unless the proposal has been approved by the members of the Company by way of Special resolution. Accordingly, it is proposed to seek the approval of the Members of the Company, to create/ invite/ offer/ issue/ allot above-mentioned shares under Private Placement.

The following disclosures for the issue of equity shares on a preferential basis are made in accordance with the provisions of Section 42, 62(1)(c) of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014:

1. **Particulars of the offer including date of passing of Board Resolution:** The Board has pursuant to its resolution dated 13<sup>th</sup> January, 2025 accorded its approval to issue up to 13,70,00,000 (Thirteen Crore Seventy Lakh) fully/partly paid-up equity shares on Private Placement basis at Rs. 300/- (Rupees Three Hundred (including a premium of Rs. 290/-) per share on the basis of Valuation report. The Equity Shares, if any, allotted pursuant to the said Offer shall rank in all respects pari passu with the existing equity shares.
2. **The objects of the issue:** The proceeds from the issue will be utilized for the purpose of Company's business, its expansion in the renewable energy sector through expanding its capacity, to undertake government and public sector renewable energy projects and for meeting requirements of funds for general corporate purposes of the Company.
3. **Total Number of shares or other securities to be issued/Kinds of securities offered and the price at which security is being offered:** Up to 13,70,00,000 (Thirteen Crore Seventy Lakh) fully/partly paid-up equity shares ranking pari passu with the existing Equity Shares are offered at a price of Rs. 10/- each for cash and at a premium of Rs. 290 (Rupees Two Hundred and Ninety) per share for cash.
4. **The price or price band at/within which the allotment is proposed:** Equity Shares shall rank pari-passu with the existing Equity Shares are offered at a price of Rs. 300 (including a premium of Rs. 290/-) each.
5. **Basis or justification on which the price has been arrived at which the offer or invitation is being made, along with report of the registered valuer:** Price arrived at a discounted cash flow method. A copy of the valuation report dated 3<sup>rd</sup> October, 2024 be available for inspection at the Registered Office of the Company during business hours from 11:00 A.M. to 1:00 P.M.
6. **Name and address of valuer who performed valuation:** The valuation report is dated 3<sup>rd</sup> October, 2024 is given by Mr. Sanjeet Kumar Sharma (IBBI Registered Valuer)
7. **Relevant Date with reference to which the price has been arrived at:** 1<sup>st</sup> September, 2024.

8. **The class or class of persons to whom the allotment is proposed to be made:** 11.90 crores equity shares to Promoters and 1.80 crores equity shares to non-promoters.
9. **Contribution being made by the Promoters or directors either as part of the Offer/ Intention of promoters, directors or Key Managerial Personnel to subscribe to the offer:** Promoters and Promoter Group might contribute to the extent of subscribing 11.90 crores equity shares at a consideration of Rs. 300 per share (including premium)
10. **Amount which the company intends to raise by way of such securities:** As mentioned in the Resolution
11. **Material terms of raising such securities:** Equity Share at cash consideration.
12. **Principle terms of assets charged as securities:** Not Applicable
13. **Proposed Time Schedule for allotment of shares/ The proposed time within which the allotment shall be completed:** Within 60 (sixty) days from the respective dates of receipt of application money
14. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:**

S.No.	Name of Subscriber	No. of Equity Shares	Consideration including premium
1	M/s OSK Holdings (AIL) Private Limited	3,00,00,000	900,00,00,000
2	M/s AIL Consultants Private Limited	3,00,00,000	900,00,00,000
3	M/s. RK Eternanova Private Limited (formerly known as Amit Dyechem Private Limited)	3,00,00,000	900,00,00,000
4	Mr. Raaja Kanwar	2,90,00,000	870,00,00,000
5	M/s Samriddhi Mega Structures Limited	90,00,000	270,00,00,000
6	M/s R Net Intelligence Systems Pvt. Ltd.	90,00,000	270,00,00,000

15. **The change in control, if any, in the company that would occur consequent to the preferential offer:** No change in control.

16. **The pre issue and post issue shareholding pattern of the company:**

S. No	Category	Pre Issue		Post Issue	
		No. of Shares	% of share-holding	No. of Shares	% of share-holding
A.	Promoter				
1.	Indian				
	Individual	68,93,933	19.92	3,58,93,933	20.92
	Body corporate	1,21,97,845	35.24	10,21,97,845	59.55
	Sub-total	1,90,91,778	55.16	13,80,91,778	80.47
2.	Foreign (NRI) Promoters	-	-	-	
	Sub-total (A)	1,90,91,778	55.16	13,80,91,778	80.47

<b>B. Non-promoter holding</b>				
<b>1. Institutional Investor</b>	-	-	-	
<b>2. Non-Institutional Investor</b>	-	-	-	
Directors	-	-	-	
Promoter relatives	-	-	-	
Other Public non-promoters	1,55,18,509	44.84	3,35,18,509	19.53
<b>Sub-total (B)</b>	<b>1,55,18,509</b>	<b>44.84</b>	<b>3,35,18,509</b>	<b>19.53</b>
<b>Grand total (A+B)</b>	<b>3,46,10,287</b>	<b>100.00</b>	<b>17,16,10,287</b>	<b>100</b>

Accordingly, the Board recommends the Resolution set-out as Item No. 1 of the EGM Notice to the members for their approval, by way of Special Resolution. Except Mr. Raaja Kanwar, being the promoter/subscriber to the issue, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested financially or otherwise, in the Special Resolution as set out at Item No. 1 of the EGM Notice.

**By Order of the Board for**  
**Apollo Green Energy Limited**  
*(formerly known as Apollo International Limited)*

**(Suman Lata)**  
**Company Secretary**  
**Membership No. FCS-4394**

**Place: Gurugram**  
**Date: 13.01.2025**