

NOTICE OF AGM

Notice is hereby given that the 37th Annual General Meeting of Members of Apex Capital and Finance Limited ("the Company") will be held on **Friday, September 30, 2022 at 3.30 P.M.** at L-3, Green Park Extension, New Delhi-110016 through Video Conferencing ('VC')/Other Audio-Visual Means ('OVAM') to transact the following business:

ORDINARY BUSINESS:

ITEM NO.1: ADOPTION OF AUDITED FINANCIAL STATEMENTS:

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

"RESOLVED THAT the audited Financial Statements of the Company comprising of Balance Sheet as at March 31, 2022, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with Notes and the Reports of the Board of Directors and the Auditors thereon, as laid before this meeting, be and are hereby considered and adopted."

ITEM NO. 2: RE-APPOINTMENT OF SH. SANDEEP KUMAR, DIRECTOR (DIN-02767062), WHO RETIRES BY ROTATION:

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions, if any, Sh. Sandeep Kumar (DIN: 02767062), who retires by rotation at this meeting, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, whose office shall be liable to retire by rotation"

SPECIAL BUSINESS:

ITEM NO. 3: APPOINTMENT/RE-APPOINTMENT OF SH. SHEKHAR SINGH, (DIN-00039567) AS THE MANAGING DIRECTOR OF THE COMPANY WITH VARIATION OF TERMS:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force), consent of the members of the Company be and are hereby accorded for re-appointment of Sh. Shekhar Singh (DIN: 00039567) as the Managing Director of the Company for a period of 5 consecutive years w.e.f. February 14, 2022 with a partial modification to the terms of re-appointment by way of grant/provide reimbursement/ conveyance upto an amount of Rs. 20,000/- p.m. or the actual conveyance expenses, whichever is higher incurred by him for the business of the Company.

FURTHER RESOLVED THAT the said conveyance reimbursement may be paid/disbursed to Sh. Shekhar Singh on monthly/quarterly/half yearly/yearly basis.

FURTHER RESOLVED THAT the Board of Directors of the of the Company be and is hereby authorized to make necessary compliances with various regulatory authorities connected therewith and to do all such acts, deeds, things and matters, which are necessary and incidental to give effect to the aforesaid resolution."

ITEM NO. 4: APPOINTMENT/ RE-APPOINTMENT OF SH. RAMESH SHAH, (DIN-00029864) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, including any modifications or amendment thereof, Sh. Ramesh Shah (DIN-00029864), who was appointed/re-appointed as an Additional Director (Independent) of the Company with effect from September 01, 2022 under Section 161 of the Act, be and is hereby appointed/re-appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from September 01, 2022.

FURTHER RESOLVED THAT the Board of Directors of the of the Company be and is hereby authorized to make necessary compliances with various regulatory authorities connected therewith and to do all such acts, deeds, things and matters, which are necessary and incidental to give effect to the aforesaid resolution."

ITEM NO. 5: APPOINTMENT/RE-APPOINTMENT OF SMT. PROMILA BHARDWAJ, (DIN-06428534), AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") 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), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, including any modifications or amendment thereof, Smt. Promila Bhardwaj (DIN-06428534), who was appointed/re-appointed as an Additional Director (Independent) of the Company with effect from September 01, 2022 under Section 161 of the Act, be and is hereby appointed/re-appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from September 01, 2022.

FURTHER RESOLVED THAT the Board of Directors of the of the Company be and is hereby authorized to make necessary compliances with various regulatory authorities connected therewith and to do all such acts, deeds, things and matters, which are necessary and incidental to give effect to the aforesaid resolution."

**By order of the Board
For Apex Capital and Finance Limited**

**Sd/-
(Phul Jha)
Company Secretary and Compliance Officer
ICSI M. No.: A-20850**

**Date: 30.08.2022
Place: New Delhi
Regd. Off.: L-3, Green Park Extension,
New Delhi-110016**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") General Circular No. 02/2022 dated 5th May, 2022 read with Circular Nos. 20/2020, 14/2020, 17/2020, 02/2021 and 21/2021 dated 5th May, 2020, 8th April, 2020, 13th April, 2020, 13th January, 2021 and 14th December, 2021 respectively (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circular") and any other applicable circulars issued by MCA & SEBI in this regard [collectively referred to as MCA and SEBI circulars], it is permitted to the companies, whose AGMs are due in the Year 2022, to conduct their AGMs on or before 31st December, 2022, to hold the Annual General Meeting ('AGM') through Video Conferencing or Other Audio Visual Means ("VC"/"OAVM") facility, without the physical presence of the members at a common venue. The AGM of the Company is being conducted through ("VC"/"OAVM"). (hereinafter called as 'e-AGM').
2. The deemed venue for Thirty-Seventh e-AGM shall be the Registered Office of the Company at L-3, Green Park Extension, New Delhi-110016.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through "VC"/"OAVM" facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Explanatory Statements in respect of Special Business as per Section 102 of the Companies Act, 2013 are annexed hereto.
5. Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address at shesdev@gmail.com with a copy marked to info@skylinerta.com/contact@apexfinancials.in.
6. Brief details of the director, who is being re-appointed, are annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Act.
7. The Members can join the e-AGM in the "VC"/"OAVM" mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the e-AGM through "VC"/"OAVM" will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the e-AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the e-AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the e-AGM. 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 agency. The facility of casting votes by a member using remote e-voting system on the date of the AGM will be provided by NSDL.
10. In terms of sections 101 and 136 of the Act, read with the rules made there under, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode. Pursuant to the said provisions of the Act read with MCA Circulars, SEBI Circular dated May 12, 2020, Notice of thirty-seventh e-AGM along with the Annual Report for FY 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2021-22 will also be available on the Company's website at www.apexfinancials.in/annualreports.aspx and at the website of the stock exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
11. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail address with RTA. Further, the Company had availed of services offered by NSDL to update email addresses of shareholders of the Company having their holding with a depository participant registered with NSDL and have not registered their email addresses. Members are requested to register their email id and support the green initiative efforts of the Company.

12. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY 2021-22 and Notice of Thirty-Seventh e-AGM, may contact the RTA at info@skylinerta.com for receiving the same. Members are requested to support our commitment to environment protection by choosing to receive the Company's communication through email going forward.
13. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. SEBI vide its notification dated June 8, 2018 as amended on November 30, 2018, has stipulated that w.e.f. April 1, 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to shareholders holding shares in physical form and requesting them to dematerialise their physical holdings.
15. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to also avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
16. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
17. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the e-AGM.
18. The Company has been maintaining, *inter alia*, the following statutory registers at its registered office at L-3, Green Park Extension, New Delhi-110016:
 - Register of contracts or arrangements in which directors are interested under section 189 of the Act;
 - Register of directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
19. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments at contact@apexfinancials.in in advance during the period starting from September 24, 2022 (9.00 a.m.) upto September 26, 2022 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting or these queries will be replied to by the Company suitably by email. Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting.
20. Pursuant to section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at www.apexfinancials.in with RTA. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
21. Since the meeting will be conducted through "VC"/"OAVM" facility, the route map is not annexed to this Notice.
22. In case a person becomes a member of the Company after dispatch of e-AGM Notice, and is a member as on the cut-off date for e-voting, i.e., September 23rd, 2022, such person may obtain the user id and password from RTA by email request on info@skylinerta.com.
23. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@skylinerta.com for obtaining the Annual Report and Notice of e-AGM.
24. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
25. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, September 23, 2022.
26. Instructions for remote e-voting and joining the e-AGM are as follows:

The remote e-voting period begins on Tuesday, 27th day of September, 2022 at 09:00 A.M. and ends on Thursday, 29th Day of September, 2022 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. 23.09.2022, 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 23.09.2022.

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

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</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>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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***

5. 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.evoting.nsdl.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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.
- Now, you will have to click on "Login" button.
- 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

- 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.
- 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 General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 shesdev@gmail.com with a copy marked to evoting@nsdl.co.in.
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.evoting.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.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.: +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the contact@apexfinancials.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail 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 contact@apexfinancials.in.
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 contact@apexfinancials.in. 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 evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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 link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 contact@apexfinancials.in. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
27. M/s S. Behera & Co., Company Secretaries, (Membership No. 8428) have been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
28. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the thirty-seventh e-AGM and announce the start of the casting of vote through the e-voting system of RTA.
29. The Scrutinizer will, after the conclusion of the e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman of the Company or any other person of the Company authorised by the Chairman, who shall countersign the same. The Results shall be declared not later than forty-eight hours from conclusion of the Meeting.
30. The Results declared alongwith the report of the Scrutinizer shall be placed on the web site of the Company at www.apexfinancials.in and on the web site of NSDL immediately after the declaration of result by the Chairman or a person authorized by him/her in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
31. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022, both days inclusive.
32. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Friday, September 30, 2022, subject to receipt of the requisite number of votes in favour of the Resolution.

**By order of the Board
For Apex Capital and Finance Limited**

**Sd/-
(Phul Jha)
Company Secretary and Compliance Officer
ICSI M. No.: A-20850**

**Date: 30.08.2022
Place: New Delhi
Regd. Off.: L-3, Green Park Extension,
New Delhi-110016**

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

IN RESPECT OF ITEM NO.3 & PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Sh. Shekhar Singh (DIN: 00039567), who was appointed as the Managing Director of the Company for a period of five (5) consecutive years w.e.f. 01.02.2017, has ceased to be the Managing Director on January 31, 2022. Pursuant to provisions of Section 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Company is required to appoint a Managing Director to look after the day-to-day affairs of the Company. After taking into consideration of recommendation of the Nomination & Remuneration Committee, the Board of Directors at their Meeting held on February 14, 2022 has re-appointed Sh. Shekhar Singh as the Managing Director of the Company for a period of five (5) consecutive years w.e.f. February 14, 2022.

Further, the Board in their meeting held on August 12, 2022 has recommended re-appointment of Sh. Shekhar Singh (DIN: 00039567) as the Managing Director of the Company for a period of five (5) consecutive years w.e.f. February 14, 2022 with a partial modification/variation to the terms of re-appointment by way of grant/provide reimbursement/ conveyance upto an amount of Rs. 20,000/- p.m. or the actual conveyance expenses, whichever is higher incurred by him for the business of the Company with the following Term & Conditions:

Salary	Nil
Allowance, Perquisites and other Benefits	As per the policy of the Company and as may be decided by the Board and/or Nomination & Remuneration Committee from time to time with such approvals as may be required and within applicable limits of the Companies Act, 2013.
Conveyance/ Reimbursement*	By way of grant/provide reimbursement/ conveyance upto an amount of Rs. 20,000/- p.m. or the actual conveyance expenses, whichever is higher incurred by him for the business purposes of the Company.
Duties	As may be assigned by the Board of Directors to him from time to time.
Other term and Conditions	<p>The term and conditions of appointment of Managing Director may be altered and varied from time to time by the Board and/or Nomination & Remuneration Committee in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.</p> <p>No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof.</p> <p>Total Remuneration of Sh. Shekhar Singh, if any, in any financial year shall not exceed 5% of the net profit of the Company during that year.</p>

* The variation has been approved by the Board vide its meeting held on 12.08.2022. The said conveyance/reimbursement will be in force w.e.f. 01.09.2022.

The details as desired under Secretarial Standard-2 are as under:

Name of the Director/Managing Director	Sh. Shekhar Singh
Date of Birth	29th May, 1966
Age	56 Years
Qualifications	Graduate
Date of First Appointment	01.09.2016
Experience/Expertise in specific Functional Areas	25 Years
Number of shares held in the Company	Nil
Other terms and conditions of appointment/ re-appointment along with the details remuneration	Sh. Shekhar Singh was inducted as Additional Director w.e.f. 01.09.2016. Further, he was

sought to be paid and the last remuneration drawn.	appointed as the Managing Director of the Company w.e.f. February 01, 2017 to January 31, 2022 (First Term). He was further re-appointed as the Managing Director of the Company by the Board in its Meeting held on February 14, 2022 for a period of five (5) consecutive years w.e.f. February 14, 2022. Presently no remuneration is being paid to Sh. Shekhar Singh.
Number of the meetings attended during the Financial Year 2022-23 (upto the date of Notice)	3
Other Companies in which Directorship held	<ol style="list-style-type: none"> 1. Ambience Projects and Infrastructure Pvt. Ltd. 2. Fineview Realtors Pvt. Ltd 3. Innovative Infraheights Pvt. Ltd. 4. Supervalley Buildtech Pvt. Ltd. 5. Rockstar Infratech Pvt. Ltd. 6. Silverstar Infracon Pvt. Ltd. 7. Veteran Infradevelopers Pvt. Ltd. 8. Ambience Corporate Towers Pvt. Ltd. 9. Hillgrow Infoservices Developers Pvt. Ltd. 10. Ambience Facilities Management Pvt. Ltd. 11. Lagoon Club Pvt. Ltd. 12. Ambience Farms Pvt. Ltd. 13. Ambience Facilities Services Pvt. Ltd. 14. Ambience Apartments Developers Pvt. Ltd. 15. Apex Home Finance Pvt. Ltd. 16. Vijeta Properties Pvt. Ltd. 17. Sara Estates Pvt. Ltd. 18. Maitri Colonizers Pvt. Ltd.
Membership of the other Committees of the Board of Companies in which he is a Director	Membership in Audit Committee, Securities Committee and Finance and Executive Committee of Apex Capital and Finance Limited.
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Not having any relationship with any Director, Manager and other Key Managerial Personnel of the Company in pursuance of the Provisions of Companies Act, 2013.

Keeping in view of the above, the Nomination & Remuneration Committee and the Board has recommended for the appointment/re-appointment to Sh. Shekhar Singh as the Managing Director of the Company, to hold office for the second term for the period of five (5) consecutive years commencing from February 14, 2022 upto February 13, 2027. His office of the Managing directorship shall not be liable to retire by rotation.

None of the Director(s) and the Key Managerial Personnel(s) or their relatives are in any way concerned or interested, financially or otherwise in respect of this resolution except Sh. Shekhar Singh.

The Board recommends the resolution set forth in item no. 3 of the notice for the approval of members as an **Ordinary Resolution.**

IN RESPECT OF ITEM NO.4 & PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Shareholders of the Company in their Annual General Meeting held on 26.09.2017 had appointed (regularized) Sh. Ramesh Shah (DIN: 00029864) as an Independent Director of the Company for a term of upto five (5) consecutive years. w.e.f. 01.09.2017. As per the terms of appointment Sh. Ramesh Shah can hold office upto 31.08.2022. Pursuant to Section 149, 150, 152 of the Companies Act, 2013 and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is required to appoint at least 1/3rd of the Board as Independent Directors. The Company has approached Sh. Ramesh Shah for his appointment/re-appointment as a Director

(Independent) of the Company for another term of five (5) consecutive years and obtained necessary disclosure and consent& certificate from him.

After recommendation of the Nomination & Remuneration Committee, the Board in its Meeting held on August 12, 2022. has re-appointed Sh. Ramesh Shah as an Additional Director (Independent) and further recommended to consider and approve the re-appointment of Sh. Ramesh Shah as an Independent Director of the Company for another period of five (5) consecutive years w.e.f. September 01, 2022.

The Details as desired under Secretarial Standard-2 is as under:

Name of the Director	Sh. Ramesh Shah
Date of Birth	20.05.1958
Age	64 Years
Qualifications	Chartered Accountant (CA)
Date of First Appointment	01.09.2017
Experience/Expertise in specific Functional Areas	37 years
Number of shares held in the Company	Nil
Other terms and conditions of appointment/ re-appointment along with the details remuneration sought to be paid and the last remuneration drawn.	Sh. Ramesh Shah was inducted in the Board as Additional Director (Independent) w.e.f. September 01, 2017. The Shareholders in their Annual General Meeting held on 26.09.2017 had regularized his appointment as an Independent Director for a period of five (5) consecutive years w.e.f September 01, 2017. Further, the Board in its Meeting held on 12. 08. 2022, has re-appointed Sh. Ramesh Shah as an Additional Director (Independent) w.e.f. September 01, 2022. Presently no remuneration is being paid to Sh. Ramesh Shah except sitting fees for attending the meeting,
Number of the meetings attended during the Financial Year 2022-23 (upto the date of Notice)	3
Other Companies in which Directorship held	1. Penta Software Pvt. Ltd. 2. Penta Serv (India) Private Limited 3. Sainik Finance & Industries Limited 4. Sindhu Trade Links Limited 5. Aryan Chhattisgarh Power Generation Pvt. Ltd. 6. Sepectrum Power Generation Limited 7. Maruti Clean Coal and Power Limited
Membership of the other Committees of the Board of Companies in which he is a Director	-Membership in Audit Committee, Stakeholders' Relationship Committee, Nomination& Remuneration Committee and Securities Committee of Apex Capital and Finance Limited. -Membership in Audit Committee of Sainik Finance & Industries Limited. -Membership in Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Risk Management Committee of Sindhu Trade Links Limited.
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Not having any relationship with any Director, Manager and other Key Managerial Personnel of the Company in pursuance of the Provisions of Companies Act, 2013.

Keeping in view of the above, the Nomination & Remuneration Committee and the Board have recommended to re-appoint Sh. Ramesh Shah as an Independent Director of the Company, to hold office for

a period of five consecutive years (Second Term) w.e.f. September 01, 2022. His office of the Independent Directorship shall not be liable to retire by rotation.

None of the Director(s) and the Key Managerial Personnel(s) or their relatives are in any way concerned or interested, financially or otherwise in respect of this resolution except Sh. Ramesh Shah.

A copy of the draft letter for the appointment of the above Director as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.apexfinancials.in.

The Board recommends the resolution set forth in item no. 4 of the notice for the approval of members as a **Special Resolution**.

IN RESPECT OF ITEM NO.5 & PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Shareholders of the Company in their Annual General Meeting held on 26.09.2017 had appointed (regularized) Smt. Promila Bhardwaj (DIN: 06428534) as an Independent Director of the Company for a term of upto five (5) consecutive years. w.e.f. 01.09.2017. As per the terms of appointment Smt. Promila Bhardwaj can hold office upto 31.08.2022. Pursuant to Section 149, 150, 152 of the Companies Act, 2013 and as per the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is required to appoint at least 1/3rd of the Board as Independent Directors. The Company has approached Smt. Promila Bhardwaj for her appointment/re-appointment as a Director (Independent) of the Company for an another term of five (5) consecutive years and obtained necessary disclosure and consent& certificate from her.

After recommendation of the Nomination & Remuneration Committee, the Board in its Meeting held on August 12, 2022 has re-appointed Smt. Promila Bhardwaj as an Additional Director (Independent) and further recommended to consider and approve the re-appointment of Smt. Promila Bhardwaj as an Independent Director of the Company for another period of five (5) consecutive years w.e.f. September 01, 2022.

The Details as desired under Secretarial Standard-2 is as under:

Name of the Director	Smt. Promila Bhardwaj
Date of Birth	25th December, 1954
Age	67 Years
Qualifications	IRS (Retired)
Date of First Appointment	01. 09. 2017
Experience/Expertise in specific Functional Areas	40 Years
Number of shares held in the Company	Nil
Other terms and conditions of appointment/ re-appointment along with the details remuneration sought to be paid and the last remuneration drawn.	Smt. Promila Bhardwaj was inducted in the Board as Additional Director (Independent) w.e.f. September 01, 2017. The Shareholders in their Annual General Meeting held on 26.09.2017, had regularized her appointment as an Independent Director for a period of five (5) consecutive years w.e.f. September 01, 2017. Further, the Board in its Meeting held on 12. 08. 2022 has re-appointed Smt. Promila Bhardwaj as an Additional Director (Independent) w.e.f. September 01, 2022. Presently no remuneration is being paid to Smt. Promila Bhardwaj except sitting fees for attending the meeting.
Number of the meetings attended during the Financial Year 2022-23 (upto the date of Notice)	3

Other Companies in which Directorship held	1. ACB (India) Power Ltd. 2. Sindhu Trade Links Limited 3. Maruti Clean Coal and Power Limited
Membership of the other Committees of the Board of Companies in which he/she is a Director	-Membership in Audit Committee and Nomination & Remuneration of Apex Capital and Finance Limited. -Membership in Audit Committee and Nomination & Remuneration of Maruti Clean Coal and Power Limited -Membership in Audit Committee and Nomination & Remuneration of Sindhu Trade Links Limited -Membership in Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of ACB (India) Power Ltd.
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Not having any relationship with any Director, Manager and other Key Managerial Personnel of the Company in pursuance of the Provisions of Companies Act, 2013.

Keeping in view of the above, the Nomination & Remuneration Committee and the Board have recommended to re-appoint Smt. Promila Bhardwaj as an Independent Director of the Company, to hold office for a period of five (5) consecutive years (Second Term) w.e.f September 01, 2022. Her office of the Independent Directorship shall not be liable to retire by rotation.

None of the Director(s) and the Key Managerial Personnel(s) or their relatives are in any way concerned or interested, financially or otherwise in respect of this resolution except Smt. Promila Bhardwaj.

A copy of the draft letter for the appointment of the above Director as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day and the same has also been put up on the Company website www.apexfinancials.in.

The Board recommends the resolution set forth in item no. 5 of the notice for the approval of members as a **Special Resolution**.

**By order of the Board
For Apex Capital and Finance Limited**

**Sd/-
(Phul Jha)
Company Secretary and Compliance Officer
ICSI M. No.: A-20850**

**Date: 30.08.2022
Place: New Delhi
Regd. Off.: L-3, Green Park Extension,
New Delhi-110016**

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

1. Sh. Sandeep Kumar

Name of the Director	Sh. Sandeep Kumar
Date of Birth	30 th November, 1983
Age	38 Years
Qualifications	Graduate, MBA
Date of First Appointment	01. 09. 2017
Expertise in specific Functional Areas	15 Years
Number of shares held in the Company	Nil
Name of other Listed Companies in which Directorship held	Nil
Membership of the other Committees of the Board of Companies in which he/she is a Director	Member in Stakeholders' Relationship Committee and Finance and Executive Committee of Apex Capital and Finance Limited.
No. of Meetings of the Board attended during the Financial Year 2022-23 (upto the date of Notice)	3
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Not having any relationship with any Director, Manager and other Key Managerial Personnel of the Company in pursuance of the Provisions of Companies Act, 2013.