



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Dear Member(s),

NOTICE is hereby given that the **First Extra-Ordinary General Meeting (“EGM”)** of the Members of **Apex Ecotech Limited** for the financial year 2026–27 shall be held on **Tuesday, May 12, 2026, at 12:00 P.M.** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”). The deemed venue of the meeting shall be the registered office of the company situated at Office No 202, Garden Plaza, Five Gardens Road, Sunshine Villas, Rahatani, Pune – 411017, to transact the following businesses:

Special Business(es):

ITEM NO. 1: TO CONSIDER AND APPROVE ENHANCEMENT OF BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 UP TO Rs. 100 CRORES.

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** in supersession of the Special Resolution passed by the Shareholders of the Company at the Extra-Ordinary General Meeting of the Company held on March 26, 2024 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded by way of a Special Resolution, to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks, Financial Institutions, Central Government, State Government, any Authority, Corporation, Company/Body Corporate, Fund, etc. whether by way of advance, deposits, loans, bill discounting or any other Credit facility secured by Mortgage, charge, Hypothecation, lien of the Company’s assets and properties whether immovable or movable, work in progress of all or any of the undertakings of the Company, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board notwithstanding that the moneys to be borrowed together with money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of

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the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount which may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 100 Crores (Rupees One Hundred Crores Only) exclusive of interest.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to execute such deeds of debentures and debenture trust deeds, mortgage, charge, hypothecation, lien, promissory notes, deposit receipts and other deeds and instruments, writings as they may think fit and containing such conditions and covenants as the Directors may think fit.”

ITEM NO. 2: TO CONSIDER AND APPROVE ENHANCEMENT OF LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UP TO Rs. 100 CRORES.

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum of Association and the Articles of Association of the Company and in supersession of the earlier resolution passed by the members of the Company in this regard, the 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 expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), by way of a Special Resolution, to:

- (a) give any loan to any person or other body corporate;
 - (b) give any guarantee or provide security in connection with a loan to any person or body corporate;
- and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/or other Financial Institution and/or any lender and/or any body corporate/ entity/entities and/or authority/authorities and/or any other person whether from India or outside India, in respect of or against any loans or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, whether existing or proposed to be incorporated, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time,

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in future, shall not exceed at any point of time upto Rs. 100/- Crore (Rupees One Hundred Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

ITEM NO. 3: TO CONSIDER AND APPROVE DRAFT EMPLOYEE STOCK OPTION PLAN OF THE COMPANY AND MATTERS CONNECTED THEREWITH AND INCIDENTAL THERETO:

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI SBEB Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed by any regulatory or statutory authority while granting such approvals or permissions (which may be agreed to by the Board of Directors of the Company), as amended from time to time, and subject to such approvals, permissions and sanctions as may be required from any statutory or regulatory authority, the approval of the members of the Company be and is hereby accorded for the adoption of “**Apex Ecotech Limited – Employee Stock Option Plan, 2026**” (“**ESOP 2026**” or “**Plan**”) the salient features whereof are set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof or any person(s) authorized by the Board) be and is hereby authorized to create, offer, issue and allot employee stock options to eligible employees of the Company under the Plan, on such terms and conditions as may be determined by the Board in accordance with the Plan and applicable laws. The salient features of the Plan are set out in the Explanatory Statement annexed to the Notice.

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RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee duly authorized by the Board to exercise its powers under this resolution) be and is hereby authorized to create, grant, offer, issue and allot, in one or more tranches, such number of options under **Apex Ecotech Limited – Employee Stock Option Plan, 2026**, exercisable into not more than 2,20,000 (Two Lakh Twenty Thousand) equity shares of the Company of face value ₹10/- (Rupees Ten only) each, on such terms and conditions as contained in the Plan and as may be determined by the Board/Committee, in its absolute discretion, in accordance with applicable law.

RESOLVED FURTHER THAT the new equity shares to be issued and allotted by the Company pursuant to the Plan, in the manner aforesaid, shall rank pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT an annual statement containing details of options granted, vested, exercised and lapsed under the Plan be placed before the Board for its information.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to make and carry out any modifications, changes, variations, alterations or revisions to the terms and conditions of the Plan, subject to compliance with applicable laws, as and when required and as may be deemed fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, including delegation of powers to any Committee or authorized person(s), as may be necessary, proper or expedient for the purpose of implementing the Plan and giving effect to these resolutions, and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 4: TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. ANUJ DOSAJH (DIN: 00119225), MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination

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and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Anuj Dosajh (DIN: 00119225), Managing Director of the Company, from the existing remuneration of Rs. 1,05,00,000 (Rupees One Crore Five Lakhs only) per annum up to a maximum limit of Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) per annum for each financial year commencing from FY 2026–27, notwithstanding that such remuneration may exceed the overall limits prescribed under Section 197 of the Act and/or the threshold prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

RESOLVED FURTHER THAT the aforesaid remuneration shall represent the maximum permissible annual limit and shall not be construed as an entitlement to receive the said amount in any particular financial year, and the actual remuneration payable shall be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, within the limits approved herein, having regard to the performance and profitability of the Company, responsibilities entrusted, individual contribution and such other relevant factors as may be considered appropriate.

RESOLVED FURTHER THAT the Board of Directors shall have authority to alter, vary, revise or enhance the remuneration structure, including salary, perquisites, allowances and other benefits, within the limits approved herein and in accordance with applicable law.

RESOLVED FURTHER THAT this approval shall supersede all earlier approvals relating to remuneration payable to Mr. Anuj Dosajh.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to make necessary filings with regulatory authorities as may be required to give effect to this resolution.”

ITEM NO. 5: TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. RAMAKRISHNAN BALASUNDRAM AIYER (DIN: 02321328), EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the rules made thereunder, including any statutory modification(s) or re-

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enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Ramakrishnan Balasundram Aiyer (DIN: 02321328), Executive Director of the Company, from the existing remuneration of Rs. 1,05,00,000 (Rupees One Crore Five Lakhs only) per annum up to a maximum limit of Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) per annum for each financial year commencing from FY 2026–27, notwithstanding that such remuneration may exceed the overall limits prescribed under Section 197 of the Act and/or the threshold prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

RESOLVED FURTHER THAT the aforesaid remuneration shall represent the maximum permissible annual limit and shall not be construed as an entitlement to receive the said amount in any particular financial year, and the actual remuneration payable shall be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, within the limits approved herein, having regard to the performance and profitability of the Company, responsibilities entrusted, individual contribution and such other relevant factors as may be considered appropriate.

RESOLVED FURTHER THAT the Board of Directors shall have authority to alter, vary, revise or structure the remuneration, including salary, perquisites, allowances and other benefits, within the limits approved herein and in accordance with applicable law.

RESOLVED FURTHER THAT this approval shall supersede all earlier approvals relating to remuneration payable to Mr. Ramakrishnan Balasundram Aiyer.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to make necessary filings with regulatory authorities as may be required to give effect to this resolution.”

ITEM NO. 6: TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. AJAY RAINA (DIN: 02042979), EXECUTIVE DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Sections 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read

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with Schedule V thereto and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for revision of remuneration payable to Mr. Ajay Raina (DIN: 02042979), Executive Director of the Company, from the existing remuneration of Rs. 70,00,000 (Rupees Seventy Lakhs only) per annum up to a maximum limit of Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only) per annum for each financial year commencing from FY 2026–27, notwithstanding that such remuneration may exceed the overall limits prescribed under Section 197 of the Act and/or the threshold prescribed under Regulation 17(6)(e) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015.

RESOLVED FURTHER THAT the aforesaid remuneration shall represent the maximum permissible annual limit and shall not be construed as an entitlement to receive the said amount in any particular financial year, and the actual remuneration payable shall be determined by the Board of Directors and/or the Nomination and Remuneration Committee from time to time, within the limits approved herein, having regard to the performance and profitability of the Company, responsibilities entrusted, individual contribution and such other relevant factors as may be considered appropriate.

RESOLVED FURTHER THAT the Board of Directors shall have authority to alter, vary, revise or structure the remuneration, including salary, perquisites, allowances and other benefits, within the limits approved herein and in accordance with applicable law.

RESOLVED FURTHER THAT this approval shall supersede all earlier approvals relating to remuneration payable to Mr. Ajay Raina.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and to make necessary filings with regulatory authorities as may be required to give effect to this resolution.”

By order of Board of Directors
For Apex Ecotech Limited

Vishakha
Company Secretary & Compliance Officer

Date: April 15, 2026

Place: New Delhi

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NOTES:

1. Pursuant to the General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13 April, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 11/2022 dated 28 December, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 (Collectively "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 7 October, 2023 Circular no. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars") issued by the Securities and Exchange Board of India ("SEBI") and in Compliance with the applicable provision of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The detailed Instructions for attending EGM through VC/ OAVM are annexed to the Notice as **Annexure-A**
2. As per the Companies Act, 2013, members entitled to attend and vote at the EGM are entitled to appoint a proxy to attend and vote on his/her behalf and such proxy need not be a Member of the Company. Since the EGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Similarly, as this EGM is being held through VC, the route map is not annexed to this Notice.
3. Corporate members may authorize their representatives for casting the votes using remote e- voting facility or for participation and voting in the EGM using VC. Institutional Investors are encouraged to attend and vote at the EGM through VC. Institutional Investors, who are members of the Company and corporate members intending to attend the EGM through VC or OAVM and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation /Power of Attorney to the Scrutinizer by e- mail at cs@apexecotech.com.
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of

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Revised Secretarial Standards - 2 w.e.f. 1st April, 2024 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

5. 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 MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May 5, 2022, September 25, 2023 and September 19, 2024, the Company is providing facility of remote e-voting (facility to cast vote prior to the EGM) and also e-voting during the EGM to its Members in respect of the business to be transacted at the EGM. For the purpose, the Company has entered into an agreement with CDSL 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 CDSL. The detailed instruction for remote E-Voting and E-Voting at EGM is annexed to the Notice as **Annexure-A**. The participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the special business specified above is annexed to the Notice as **"Annexure-B"**.
7. The Members can join the EGM 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 EGM through VC/OAVM will be made available for at least 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 Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
8. In conformity with the applicable regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.apexecotech.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The EGM Notice is also disseminated on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-Voting facility and e-voting

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system during the EGM) i.e. www.evotingindia.com.

9. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate.
10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities.
11. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. KFIN Technologies Limited, Mumbai having their address at 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai - 400070, Maharashtra are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.
12. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
13. Members who have not registered their email ID with the depository participants, are requested to register their email ID with their depository participants in respect of shares held in electronic form and in respect of shares held in physical form, are requested to submit their request with their valid email ID to our RTA at compliance.corp@kfintech.com or cs@apexecotech.com for receiving all communications including annual report, notices, letters etc., in electronic mode from the Company.
14. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.

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Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFIN Technologies Limited either by email to compliance.corp@kfintech.com or by post to KFIN Technologies Limited, Mumbai having their address at 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Mumbai - 400070	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014	Form SH-13
	Declaration to opt out of Nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4

15. In case of Joint Holders attending the EGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
16. Only bonafide members of the Company, whose name appears first on the Register of Members, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.
17. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular Ref. No. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer

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requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.

18. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
19. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE0T4V01015.
20. Those Members who have registered themselves as a speaker will only be allowed to 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 for the EGM.
21. The notice of Extra-Ordinary General Meeting will be sent to the members, whose name appears in the Register of members/ depositories as at closing hours of business on April 03, 2026.
22. The Members whose names appear in the Register of Members/ List of Beneficial Owners as on Wednesday, 6th day of May 2026 (cut-off date), are entitled to vote on the resolution set forth in the Notice.
23. The e-voting period will commence on **Saturday, 9th Day of May 2026 at 09:00 A.M. (IST) and will end on Monday, 11th day of May, 2026 05:00 P.M. (IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.
24. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-Off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e voting. Any person who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on Cut-Off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.

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25. The Company has appointed Mr. Akash Goel, Practicing Company Secretary (Membership No. 13219) of M/s. Akash & Co., Company Secretaries, as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner.

26. The Results of voting will be declared within 2 working days from the conclusion of the EGM and the Resolutions will be deemed to be passed on the date of the EGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.apxecotech.com and on the website of CDSL i.e., www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to stock exchanges i.e. National Stock Exchange of India Limited, where the equity shares of the Company are listed.

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Annexure A

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on **Saturday, 9th Day of May 2026 at 09:00 A.M. (IST) and will end on Monday, 11th day of May, 2026 05:00 P.M. (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6th day of May, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode:

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities

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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. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on 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 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.
Individual	1) If you are already registered for NSDL IDeAS facility, please visit the e-

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<p>Shareholders holding securities in demat mode with NSDL Depository</p>	<p>Services website of NSDL. Open web browser by typing the following URL:https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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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. CDSL and NSDL

Login type	Helpdesk details
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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode:

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 their 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (v) 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

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that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant

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Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@apexecotech.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at cs@apexecotech.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at cs@apexecotech.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

General Instructions:

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, the 17th April 2026.

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- ii. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during EGM will make a consolidated scrutinizer's report within 2 working days from conclusion of the meeting and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.apexecotech.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

- iii. The voting result will be announced by the Chairman, or any other person authorized by him within two working days of the EGM.

By order of Board of Directors
For Apex Ecotech Limited

Vishakha
Company Secretary & Compliance Officer

Date: April 15, 2026

Place: New Delhi

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

ITEM NO. 1: TO CONSIDER AND APPROVE ENHANCEMENT OF BORROWING LIMITS
OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 UP TO
Rs. 100 CRORES:

The Board of Directors of the Company (“Board”), at its meeting held on **April 09, 2026**, has considered and approved, subject to the approval of the members, the proposal for enhancement of the borrowing powers of the Company under Section 180(1)(c) of the Companies Act, 2013.

Considering the scale of the Company’s expanding business operations, increasing financial requirements, planned capital expenditure, and long-term strategic growth initiatives, the Board is of the view that enhanced financial flexibility is necessary to enable the Company to efficiently meet its operational and business objectives. Accordingly, it is proposed to authorize the Board to borrow monies, from time to time, up to an aggregate limit of **Rs. 100 Crore (Rupees One Hundred Crore only)**.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company cannot borrow monies, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, without the approval of the members by way of a Special Resolution.

The proposed borrowing powers will enable the Company to mobilize funds as and when required for business expansion, working capital requirements, capital investments, strategic opportunities and other general corporate purposes, thereby ensuring timely availability of financial resources to support the Company’s growth plans.

Accordingly, approval of the members is sought to authorize the Board to borrow monies, from time to time, such that the aggregate outstanding amount of borrowings shall not at any time exceed **Rs. 100 Crore (Rupees One Hundred Crore only)**.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

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ITEM NO. 2: TO CONSIDER AND APPROVE ENHANCEMENT OF LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 UP TO Rs. 100 CRORES:

The Board of Directors of the Company (“Board”), at its meeting held on **April 09, 2026**, has considered and approved, subject to the approval of the members, the proposal for enhancement of limits under Section 186 of the Companies Act, 2013.

Considering the Company’s growth strategy, evolving business opportunities, and the need to maintain financial flexibility for strategic decision-making, the Company may, from time to time, identify suitable opportunities for making investments, extending loans, providing guarantees or furnishing securities in connection with its business objectives and long-term expansion plans.

In order to enable the Company to effectively respond to such opportunities and undertake strategic investments, inter-corporate loans, guarantees, securities or other financial support as may be considered commercially expedient, it is proposed to authorize the Board to make loans, give guarantees, provide securities and make investments up to an aggregate limit of **Rs. 100 Crore (Rupees One Hundred Crore only)**.

Pursuant to the provisions of Section 186 of the Companies Act, 2013, the Company is required to obtain prior approval of the members by way of a Special Resolution where the aggregate of loans, guarantees, securities and investments proposed to be made exceeds the prescribed limits under the said section.

The proposed approval will provide the Company with adequate operational and financial flexibility to act promptly in relation to investment opportunities, strategic partnerships, business support arrangements and other permissible financial transactions in furtherance of its business interests.

Accordingly, approval of the members is sought to authorize the Board to make loans, give guarantees, provide securities and make investments, from time to time, such that the aggregate outstanding amount thereof shall not at any time exceed **Rs. 100 Crore (Rupees One Hundred Crore only)**.

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

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

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ITEM NO. 3: TO CONSIDER AND APPROVE DRAFT EMPLOYEE STOCK OPTION SCHEME OF THE COMPANY AND MATTERS CONNECTED THEREWITH AND INCIDENTAL THERETO:

The Board of Directors ("Board") of Apex Ecotech Limited ("Company") on the recommendation of Nomination & Remuneration Committee, at its meeting held on April 9, 2026, subject to the approval of the Members, approved the introduction and implementation of **Apex Ecotech Limited – Employee Stock Option Plan, 2026 (“ESOP 2026” or “Plan”)**. The objective of the Plan is to attract, retain and motivate employees by aligning their interests with the long-term growth and profitability of the Company through equity-based incentives. The Plan will be administered by the Board or a duly constituted ESOP Committee.

Accordingly, approval of the Members is sought by way of Special Resolution under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014.

A. Key Definitions:

- **Administrator:** The Board/ESOP/Nomination and Remuneration Committee administering the Plan.
- **Employee:** means
 - (i) an employee of the Company, whether permanent or otherwise, working in India or outside India; or
 - (ii) a director of the Company, whether whole-time or not, but excluding an independent director; or
 - (iii) an employee or director of a holding, subsidiary, associate or group company, including joint venture companies, of the Company,

An Employee shall continue to be an Employee during the period (i) any leave of absence approved by the Company; or (ii) transfers between locations of the Company or between the Company, its Parent, any Subsidiary, or any successor Entity.

- **Eligible Employee:** Employee meeting the appraisal/eligibility criteria determined by the Administrator.
- **Stock Option / Option:** A right (not an obligation) granted to an Eligible Employee to apply for one equity share of the Company, subject to the Plan and grant letter.
- **Grant Date:** Date on which Options are granted to an Eligible Employee.
- **Vesting / Vesting Period:** Process/period by which the Optionee becomes entitled to exercise the Options.
- **Vested / Unvested Options:** Options that have / have not completed their vesting period/conditions.

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- **Exercise / Exercise Period / Exercise Price:** Right to apply for equity shares within the time window post vesting, by paying the exercise price determined under the Plan / grant letter.
- **Liquidity Event:** IPO, acquisition, merger or other transaction as specified in the Plan /shareholders' arrangements triggering mandatory sale of ESOP shares.
- **Corporate Action:** Events such as bonus, split/consolidation, merger, de-merger, etc., requiring fair and reasonable adjustments.

Note: Capitalised terms used in this Explanatory Statement have the meanings assigned in the Plan and the Company's charter documents. In case of any conflict, the Plan shall prevail.

B. Material Terms of the Plan (Rule 12(2) of Share Capital and Debentures (Rules) 2014):

1. Quantum of Options / Capital Impact:

Up to 2,20,000 (Two Lakh Twenty Thousand) Employee Stock Options, convertible into an equal number of fully-paid equity shares of face value Rs.10/- each (subject to adjustments for corporate actions). The Board/Administrator may grant Options in one or more tranches.

2. Eligibility & Appraisal Process:

Options may be granted to Eligible Employees based on performance, potential, integrity, the level of management they are serving, their roles and responsibility or the number of years of service with the Company and other criteria as determined by the Administrator.

Eligible Employees may be categorised into Bands for grant quantum:

Level 1 Employees – 79,111 (Seventy-Nine thousand One hundred and eleven)

Level 2 Employees – 13,185 (Thirteen Thousand One Hundred Eighty-five)

Level 3 Employees – 32,963 (Thirty-Two thousand Nine hundred and sixty-three)

Level 4 Employees – 52,741 (Fifty-two thousand seven hundred and forty-one).

The Board may delegate identification, performance measurement and grant decisions to the ESOP Committee.

3. Pricing / Exercise Price & Valuation:

The Exercise Price is Rs.10/- per share (or such other price as may be determined by the Board/Administrator, but not below face value), taking into account accepted valuation methodologies (e.g., DCF, NAV, PECV) and Company-specific factors. Payment modes may include banking channels / other methods permitted by law.

4. Vesting Requirements and Period:

The stock options granted under this Policy shall vest in tranches, such that no options shall vest during the first year from the date of grant, 15% of the granted options shall vest upon

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completion of two years, 35% upon completion of three years, and the balance 50% upon completion of four years from the date of grant, subject always to the continued employment of the employee with the Company and adherence to the terms of this Policy.

The Board/Administrator may accelerate vesting at its discretion, subject to law.

5. Exercise Period & Process:

Subject to the provisions of the Option Plan and letter of grant, Options may be exercised as per the provisions outlined in the table below:

S. No	Particulars	Vested Options	Unvested Options
1	While in Employment	Can be exercised within a period of 5 (five) years after the date of Vesting.	The Options would continue to vest as per the Vesting schedule.
2	Resignation/ Termination (without Cause)	All Vested Options shall be Exercisable by the Employee within 03 (Three) years from the last working day of the Employee.	All Unvested Options shall stand cancelled on the last working day with the Company.
3	Termination due to Cause	All the Vested Option which was not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options shall stand cancelled on the last working day with the Company.
4	Retirement	All Vested Options shall be exercisable by the Employee within 30 (Thirty) days from the last working day of the Employee.	All Unvested Options shall stand cancelled on the last working day with the Company.
5	Early Retirement approved by the Employer	All Vested Options shall be exercisable by the Employee within 180 (One Hundred and Eighty) days from the last working day of the Employee.	All Unvested Options shall stand cancelled on the last working day with the Company.

6	Death	All the Vested Options can, subject to applicable laws, be exercised by the Employee's nominee or immediate legal heirs but in no event later than 12 (Twelve) Months following the Employee's death.	All Unvested Options shall stand vested on the last working day with the Company.
7	Termination due to Permanent disability	All the unexercised Vested Options can be exercised by the Employee or in case of his/her inability to exercise due to Disability, the nominee or immediate legal heirs, immediately but in no event later than 12 (Twelve) Months from the date of such termination.	All unvested options shall vest immediately on the date of such permanent disability.
8	Abandonment	All the Vested Options shall stand cancelled on the date of determination of abandonment by the Administrator after due evaluation.	All the Unvested Options shall stand cancelled.
9	Separation due to reasons other than those mentioned above	The Administrator will decide whether the Vested Options on the date of separation can be exercised by the Employee or not and such decision shall be final and binding.	All Unvested Options shall stand cancelled.
10	Breach of terms of Employment Agreement post cessation of employment	All the Vested Options which were not exercised at the time of such breach shall stand cancelled with effect from the date of occurrence of such breach or such other date as may be determined by the Administrator.	All Unvested Options shall stand cancelled on the last working day with the Company.

6. Transfer Restriction:

- a. The Equity Shares issued upon Exercise of the Option shall be first offered to the existing shareholders of the Company and shall be subject to the transfer restrictions and related obligations as set out in the Charter Documents.

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- b. The Option Grantee shall not transfer, assign, pledge or otherwise dispose of the Shares, except:
 - i. with the prior written approval of the Board/Administrator; or,
 - ii. pursuant to a Liquidity Event; or
 - iii. as otherwise permitted under applicable laws.
- c. The Company and/or existing shareholders shall have the right of first refusal (ROFR) in respect of any proposed transfer of Shares by an Option Grantee, in accordance with the Charter Documents.
- d. All transfers shall be subject to applicable laws and regulatory requirements.

7. Buy-back / Repurchase & Mandatory Sale:

Upon cessation of employment of an Option Grantee for any reason, the Company shall have the **right, but not the obligation**, to repurchase all or part of the Equity Shares held by such Option Grantee arising from exercise of Options.

• Repurchase Right:

Upon the termination of an employee's service for any reason (except as otherwise provided in cases of Change in Control), the Company shall have the right—and the employee shall be obligated—to sell all vested shares held by the employee back to the Company at the Fair Market Value (FMV) as determined on the effective date of termination.

• Exercise of Buyback Right:

Within 90 days following the employee's termination, the Company may exercise its right by issuing a written notice to the employee specifying the intent to repurchase the vested shares. Upon receipt of such notice, the employee shall facilitate the transfer of the specified vested shares to the Company.

8. Corporate Actions / Adjustments:

In case of bonus/split/consolidation/merger/de-merger or similar events, the Administrator may make fair and reasonable adjustments to the number of Options, exercise price and/or shares to protect the economic value of grants.

9. Administration & Powers:

The Administrator may frame/amend rules, decide eligibility, grant sizes, vesting/exercise conditions (including performance), permit cashless exercise, require tax payments, construe the Plan, and make such decisions as are final and binding. It may also amend the Plan (subject to shareholder/other approvals where required).

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10. Tax Withholding:

The Company may withhold / recover applicable taxes from the employee and withhold share issuance until statutory dues are satisfied.

11. Nomination:

Option Grantees may nominate a beneficiary for exercising rights on death and may revoke/modify nominations as per the Plan.

12. Validity; Amendments:

The Plan remains in force until terminated by the Board in accordance with law. No amendment/termination shall impair existing grant rights without the Optionee's consent, save as permitted by the Plan/law.

13. Governing Law & Jurisdiction:

The Plan is governed by Indian law; courts at Delhi/NCR shall have jurisdiction, without prejudice to the Company's right to proceed elsewhere as permissible.

C. Documents for Inspection:

The Plan document, draft grant letter and relevant records will be available for inspection at the Registered Office during business hours on working days up to the date of the EGM and at the meeting venue.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of stock options that may be granted to them, if eligible, in accordance with applicable law and the Plan.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the members.

ITEM NO. 4: TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. ANUJ DOSAJH, MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on **April 09, 2026**, based on the recommendation of the Nomination and Remuneration Committee, has approved, subject to the approval of the members, revision of remuneration payable to **Mr. Anuj Dosajh, Managing Director of the Company**.

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Considering his continued leadership in driving the strategic direction of the Company, overseeing key business initiatives, supporting expansion plans and contributing significantly to the overall growth and performance of the Company, the Board considers it appropriate to revise his remuneration.

The members of the Company had earlier approved remuneration payable to Mr. Anuj Dosajh at **Rs. 1,05,00,000 (Rupees One Crore Five Lakhs only)** per annum. It is now proposed to revise the remuneration up to a maximum limit of **Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only)** per annum for each financial year commencing from FY 2026–27.

The proposed remuneration represents an overall maximum ceiling and shall not be construed as an entitlement to receive the said amount in any particular financial year. It is hereby clarified that the remuneration being approved shall operate as an upper limit, and the actual remuneration payable shall be determined by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, within the said limits, having regard to the Company's performance, profitability, responsibilities entrusted and other relevant factors.

The proposed remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations, and is therefore placed before the members for approval by way of Special Resolution.

Approval of the members is accordingly sought pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(6)(e) of the SEBI Listing Regulations.

Except **Mr. Anuj Dosajh** and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at **Item No. 4** of the Notice for approval of the members.

ITEM NO. 5: TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. RAMAKRISHNAN BALASUNDRAM AIYER, EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on **April 09, 2026**, based on the recommendation of the Nomination and Remuneration Committee, has approved, subject to the

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approval of the members, revision of remuneration payable to **Mr. Ramakrishnan Balasundram Aiyer, Executive Director of the Company.**

Considering his significant operational responsibilities, continued contribution in execution of key business functions and strategic involvement in the growth and development of the Company, the Board considers it appropriate to revise his remuneration.

The members of the Company had earlier approved remuneration payable to Mr. Ramakrishnan Balasundram Aiyer at **Rs. 1,05,00,000 (Rupees One Crore Five Lakhs only)** per annum. It is now proposed to revise the remuneration up to a maximum limit of **Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only)** per annum for each financial year commencing from FY 2026–27.

The proposed remuneration represents an overall maximum ceiling and shall not be construed as an entitlement to receive the said amount in any particular financial year. It is hereby clarified that the remuneration being approved shall operate as an upper limit, and the actual remuneration payable shall be determined by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, within the said limits, having regard to the Company's performance, profitability, responsibilities entrusted and other relevant factors.

The proposed remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations, and is therefore placed before the members for approval by way of Special Resolution.

Approval of the members is accordingly sought pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(6)(e) of the SEBI Listing Regulations.

Except **Mr. Ramakrishnan Balasundram Aiyer** and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at **Item No. 5** of the Notice for approval of the members.

ITEM NO. 6: TO CONSIDER AND APPROVE REVISION OF MANAGERIAL REMUNERATION PAYABLE TO MR. AJAY RAINA, EXECUTIVE DIRECTOR OF THE COMPANY

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The Board of Directors of the Company, at its meeting held on **April 09, 2026**, based on the recommendation of the Nomination and Remuneration Committee, has approved, subject to the approval of the members, revision of remuneration payable to **Mr. Ajay Raina, Executive Director of the Company**.

Considering his continued contribution towards business operations, increasing responsibilities and active role in supporting the Company's expansion and execution plans, the Board considers it appropriate to revise his remuneration.

The members of the Company had earlier approved remuneration payable to Mr. Ajay Raina at **Rs. 70,00,000 (Rupees Seventy Lakhs only)** per annum. It is now proposed to revise the remuneration up to a maximum limit of **Rs. 2,50,00,000 (Rupees Two Crore Fifty Lakhs only)** per annum for each financial year commencing from FY 2026–27.

The proposed remuneration represents an overall maximum ceiling and shall not be construed as an entitlement to receive the said amount in any particular financial year. It is hereby clarified that the remuneration being approved shall operate as an upper limit, and the actual remuneration payable shall be determined by the Nomination and Remuneration Committee and/or the Board of Directors from time to time, within the said limits, having regard to the Company's performance, profitability, responsibilities entrusted and other relevant factors.

The proposed remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the SEBI Listing Regulations, and is therefore placed before the members for approval by way of Special Resolution.

Approval of the members is accordingly sought pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and Regulation 17(6)(e) of the SEBI Listing Regulations.

Except **Mr. Ajay Raina** and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at **Item No. 6** of the Notice for approval of the members.

APEX ECOTECH LIMITED
(Formerly known as Apex Ecotech Private Limited)
CIN NO. U29299PN2009PLC133737



For and on behalf of Board of
Apex Ecotech Limited

Vishakha
Company Secretary & Compliance Officer

Date: April 15, 2026

Place: New Delhi

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