

APIS INDIA LIMITED

Registered Office:- 18/32 East Patel Nagar, New Delhi-110008

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of the Company will be held on Wednesday, 19th May, 2010 at 11:00 A.M. at the Registered Office of the Company at 18/32 East Patel Nagar, New Delhi-110008 to transact the following businesses:-

1. To consider and if through fit, pass with or without modification (s), the following resolution for Preferential Issuance u/s 81(1A) to the person belonging to the Non promoter Category of the Company and to move the following as Special Resolution :-

“RESOLVED THAT, pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) (including the SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 1997) (including any statutory amendment(s) modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to the approvals, consents, permissions and/ or sanctions, as may be necessary of the appropriate authorities, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorized to issue, offer and allot upto 3,30,086 (Three lacs Thirty Thousand and Eighty Six) Equity Shares to the persons belonging to Non-Promoter Group at a price of Rs. 50/- per share, the details of which are provided hereunder:-

Name of person	Category	No of Equity Shares
M/s Capital Stock and Shares Limited	Non-promoter	95,000
M/s Sridhar Financial Services Limited	Non-promoter	95,000
M/s Surya Meditech Limited	Non-promoter	1,06,086
Pooja Vats	Non-Promoter	20,000
Total		3,16,086

RESOLVED FURTHER THAT the relevant date for the purpose of calculating the Price of equity shares under Chapter (VII) of SEBI Regulations is 19th April, 2010.

RESOLVED FURTHER THAT the fresh equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the 3,30,086 (Three lacs Thirty Thousand and Eighty Six) Equity Shares allotted to Non Promoter group shall be locked in for a period of one year from the date of allotment as per the provisions of SEBI (ICDR) Regulations, 2009 for Issue of Shares on Preferential basis.”

RESOLVED FURTHER THAT the Equity shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI Regulations, 2009 except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board of Directors (or the duly constituted committee) be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity shares of the Company, as in the absolute discretion, deem fit and proper.

2. To consider and if through fit, pass with or without modification (s), the following resolution for Preferential Issuance u/s 81(1A) to the person belonging to the Promoter Category of the Company and to move the following as Special Resolution :-

“RESOLVED THAT, pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory amendment thereto or re-enactment thereof) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into with the Stock Exchange where the Equity Shares of the Company are listed and in accordance with the existing guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) (including the SEBI (Substantial Acquisition of Shares and Takeovers Regulations, 1997) (including any statutory amendment(s) modification(s) and or re-enactment(s) thereof, for the time being in force) and subject to the approvals, consents, permissions and/ or sanctions, as may be necessary of the appropriate authorities, institution or body and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include any committee duly constituted by the Board of Directors or any committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), consent of the Company be and is hereby accorded and Board is hereby authorized to issue, offer and allot upto 7,70,200 (Seven lacs Seventy Thousand and Two Hundred) Equity Shares to the persons belonging to Promoter Group at a price of Rs. 50/- per share, the details of which are provided hereunder:-

Name of person	Category	No of Equity Shares
Deepak Anand	Promoter	1,89,533
Vimal Anand	Promoter	1,50,000
Amit Anand	Promoter	1,50,000
Manisha Anand	Promoter	1,00,000
Sakshi Anand	Promoter	1,00,000
Modern Herbals Pvt Limited	Promoter	34,000
Apis Natural Products Pvt Limited	Promoter	14,000
Total		7,37,533

RESOLVED FURTHER THAT the relevant date for the purpose of calculating the Price of equity shares under Chapter (VII) of SEBI Regulations is 19th April, 2010.

RESOLVED FURTHER THAT the fresh equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT of 2,69,857 (Two Lacs Sixty Nine Thousand and Eight Hundred and Fifty Seven) Equity Shares allotted to Promoter group, the number equal to 20% of the post-issue capital of the company shall be locked in for a period of three years from the date of allotment as per the provisions of (SEBI (ICDR) Regulations, 2009) for Issue of Shares on Preferential basis and remaining 5,00,343 Equity Shares shall be locked in for a period of one year from the date of allotment as per the provisions of (SEBI (ICDR) Regulations, 2009).”

RESOLVED FURTHER THAT the Equity shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI Regulations, 2009 except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT the equity shares already held by the proposed allottees (as per details given below) shall be under lock in from the relevant date i.e. 19.04.2010 and shall remain locked-in for a period of six months from the date of allotment under this resolution:-

Proposed Allottee	Shares already held
Deepak Anand	50,000
Vimal Anand	37,300
Amit Anand	37,000

RESOLVED FURTHER THAT for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board of Directors (or the duly constituted committee) be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing, allotting and utilizing the issue proceeds of the Equity shares of the Company, as in the absolute discretion, deem fit and proper.

By order of the Board of Directors

For APIS India Limited

Sd/-

Vimal Anand

Managing Director

Place : New Delhi

Date : 19th April, 2010

NOTES:-

1. A member is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy should however be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.
2. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Business set out in the Notice is attached.
3. All documents referred to in the Notice or in the accompanying Explanatory Statement are open for inspection by the Members at the registered office of the Company between 11:00 a.m and 1:00 p.m. on all working days upto the date of (Extra Ordinary General Meeting).
4. The Member are requested to Intimate changes if any in their Address to the Company or to the Registrar and Share Transfer Agent of the Company.
5. Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company's share transfer Agents.
6. The communication address of our Registrar and Share Transfer Agent (RTA) Intime Spectrum Registry Limited is A-40, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi – 110028.

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

Item 1 and 2

Company requires funds in near future for business expansion, enhancement of competitiveness and strengthening of its financial position through working capital. Also the company has to redeem its Preference Share Capital. Therefore it is considered appropriate under the current circumstances to issue Equity shares to Non promoters and Promoters as per Guidelines and Regulations for Preferential Issue as prescribed by SEBI. The required information as per the provisions of the SEBI's Regulations is given below:-

A. Objects of the issue:

To meet the working capital requirements for the existing operations, for the expansion of the company's business operations and to redeem the Preference Share Capital of the Company.

B. Intention of the Promoters group to subscribe to the offer:

The Company is proposing the issue of equity shares to both the promoters and non promoters. The company has received written consent from its Promoters namely Deepak Anand, Vimal Anand, Amit Anand and their relatives to invest in the company.

C. Issue price and relevant date:

The issue price of the proposed issue, is Rs.50/- each which will be higher than the minimum price as determined in accordance with the guidelines for pricing of the preferential issue under Chapter VII of Securities and Exchange Board of India (ICDR) Regulations, 2009.

The relevant date on the basis of which the price of the issue of shares has been calculated is 19th April, 2010 i.e. 30 days prior to the date of the EGM.

D. Shareholding Pattern of the Company before and after the issue :

Name of shareholders	Pre issue shareholding		Preferential issue	Post issue shareholding	
	No of Shares held	% of shares*		No. of Shares	No of Shares Held
(A) Promoters' Shareholding					
Promoter & Promoter Group					
(1) Indian	-	-	-	-	-
(a) Individuals /HUF	1,74,300	70	6,89,533	8,63,833	66.31
(b) Central Govt. /State Govt.	-	-	-	-	-
(c)Bodies Corporate	-	-	48,000	48,000	3.69

(d) Financial Institutions /Banks	-	-	-	-	-
Sub Total (A)(1)	1,74,300	70	7,37,533	9,11,833	70.00
(2) Foreign	-	-	-	-	-
(a) Individuals (NRIs/ Foreign Individuals)	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-
(c) Institutions	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-
Total shareholding of Prom. & Prom. Grp.(A)=(A) (1) + (A) (2)	1,74,300	70	7,37,533	9,11,833	70.00
(B) Public Shareholding					
Institutions					
Non-Institutions:	-	-			
(a) Bodies Corporate			2,96,086	2,96,086	22.73
(b) (i) Individual holding nominal share capital < Rs1Lacs	74,700	30	-	74,700	5.73
(ii) Individual holding nominal share capital > Rs1Lacs	-	-	20,000	20,000	1.54
(c) Any other	-	-	-	-	-
(i) Non-Resident Indians					
(ii) Trusts	-	-	-	-	-
(iii) Clearing members	-	-	-	-	-
Total Public Shareholding (B)	74,700	30	3,16,086	3,90,786	30.00
TOTAL (A+B)	2,49,000	100.00	10,53,619	13,02,619	100.00
(C) Shares held by Custodians and against which	-	-	-		

Depository Receipts have been issued					
TOTAL (A+B+C)	2,49,000	100.00	10,53,619	13,02,619	100.00

E. Proposed time within which the allotment shall be completed

The Board proposes to allot the equity shares within a period of 15 days from the date of passing of this resolution by the shareholders or within 15 days from the date of approval of any regulatory authority, whichever is later.

F. The identity of the proposed allottees and the percentage of the preferential issue that may be held by them

Sr. No.	Name of the Proposed Allottees	Category	Pre-Issue Shareholding		Number of Shares	Post Issue shareholding	
			No. of shares	%		No. of shares	%
1.	M/s Capital Stock and Shares Limited	Non-promoter	Nil	Nil	95,000	95,000	7.29
2.	M/s Sridhar Financial Services Limited	Non-promoter	Nil	Nil	95,000	95,000	7.29
3.	M/s Surya Meditech Limited	Non-promoter	Nil	Nil	1,06,086	1,06,086	8.14
4.	Pooja Vats	Non-promoter	Nil	Nil	20,000	20,000	1.53
5.	Deepak Anand	Promoter	50,000	20.08	1,89,533	2,39,533	18.38
6.	Vimal Anand	Promoter	37,300	14.98	1,50,000	1,87,300	14.38
7.	Amit Anand	Promoter	37,300	14.86	1,50,000	1,87,000	14.35
8.	Manisha Anand	Promoter	Nil	Nil	1,00,000	1,00,000	7.67
9.	Sakshi Anand	Promoter	Nil	Nil	1,00,000	1,00,000	7.67
10.	Modern Herbals Pvt Limited	Promoter	Nil	Nil	34,000	34,000	2.61
11.	Apis Natural Products Pvt Limited	Promoter	Nil	Nil	14,000	14,000	1.07

G. Consequential Changes In The Voting Rights

Voting rights will change in tandem with the shareholding pattern.

H. Auditors' Certificate :

A Certificate from Arora Rajesh & Associate, Chartered accountant, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009 shall be placed before the meeting of the shareholders.)

I. Lock-in

The 3,30,086 (Three lacs Thirty Thousand and Eighty Six) Equity Shares allotted to Non Promoter group shall be locked in for a period of one year from the date of allotment, 2,69,857 (Two Lacs Sixty Nine Thousand and Eight Hundred and Fifty Seven) Equity Shares allotted to Promoter group, the number equal to 20% of the post-issue capital of the company shall be locked in for a period of three years from the date of allotment and remaining 5,00,343 Equity Shares to Promoter group shall be locked in for a period of one year from the date of allotment or for such period as provided in the SEBI Regulations.

J. Change in Management:

There will not be any change in the voting rights of the equity shareholders as the shares issued would be in proportion to the paid up capital already held by each category and hence there shall not be any change in the management control of the Company.

In terms of provisions of the Companies Act, 1956, consent of the members is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment of the said securities, as detailed in the resolution. The board may be authorized to issue the Equity shares, in accordance with the terms of offer, as detailed in the resolution and to take necessary actions without any limitation for implementation the resolution.

Mrs. Prem Anand, Mr. Deepak Anand, Mr. Vimal Anand and Mr. Amit Anand are concerned and interested in the said resolution up to the amount of share capital held and proposed to be issued to promoter group. Except as named above none of the Directors of the Company is in anyway concerned or interested in the resolution.

The Board of Directors recommends the resolution for the approval of the shareholders.

By order of the Board of Directors

For APIS India Limited

Sd/-

Vimal Anand

Managing Director

Place : New Delhi

Date : 19.04.2010

APIS INDIA LTD.
18/32, EAST PATEL NAGAR, NEW DELHI-110008

FORM OF PROXY

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GENERAL FORM

APIS INDIA LTD.

NEW DELHI

I/Weof

in the district of being a member/ members of the above – named company hereby appoint of in the district of or failing him of in the district of as my/our proxy to vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the company to be held on the 19th May, 2010 and at any adjournment thereof.

Signed this day of 2010.

Signature

Ledger Folio.

Name & Address

Proxy no.

Note: - The proxy must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting

APIS INDIA LTD.
18/32, EAST PATEL NAGAR, NEW DELHI-110008

Attendance slip

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint holders may obtain attendance slip on request.

Ledger folio no.

No. of shares

Name

Address

I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday, 19th May, 2010 at 11.00 a.m. **at 18/32 East Patel Nagar, New Delhi-110008.**

Signature