

CORPORATE GOVERNANCE REPORT

(In compliance with Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I. MANDATORY REQUIREMENTS

1. Corporate Governance: Philosophy

Corporate governance encompasses a transparent set of rules and controls in which shareholders, directors and management have aligned incentives. It provides the framework for attaining a company's objectives while balancing the interests of all its stakeholders.

Corporate governance is also about what the Board of Directors ("the Board") do and how they set the values of the Company and it is to be distinguished from the day to day operational engagement of the Company by full-time executives. The responsibilities of your Board thus include setting the Company's strategic aims, providing the leadership to put them into effect, supervising the management of the Company and reporting to shareholders on their stewardship. Together, the Management and the Board ensure that Apis remains a company of uncompromised integrity and excellence. Your Board has adopted a vision to make your company a 'best in class organization' surpassing the expectations of all stakeholders.

Your Company adheres to high levels of corporate governance standards and best practices and commits itself to accountability and fiduciary duty in the effective implementation of mechanisms that would ensure Corporate Responsibility to the members and other stakeholders.

The Company's philosophy on Corporate Governance is to ensure the best possible management team with experienced professional people. The Company firmly believes that sound practices adopted in the governance of its affairs based on openness, transparency, capability and accountability are essential elements for long term success, building the confidence of its stakeholders its functioning and conduct of business.

The Company has always maintained a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Board Members, The Code of Conduct for regulating & Monitoring Trading by the Insiders and the Code of Practices and Procedures Fair Disclosure of Unpublished Price Sensitive Information, are available on the Company's website.

The Company has been complying with the Corporate Governance requirements, as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange.

2. Board of Directors

The Company firmly that an active, well-informed and independent Board is necessary to ensure that highest standard of Corporate Governance to bring objectively and transparency in the management. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has vested with the requisite powers, authorities and duties.

Selection of the Board

In terms of the requirements of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to 'Listing Regulations') the Nomination and Remuneration Committee has been designated to evaluate the need for change in the composition and size of the Board of Company and to select members to fill Board vacancies and nominating candidates for election by

the Shareholders at the Annual General Meeting.

The Board's role, functions, responsibilities and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the functions of the Board, inter-alia, include:

- ◆ Articulating the corporate philosophy and mission;
- ◆ The Board provides strategic guidance to the company ensures effective monitoring of the management and is accountable to the shareholders.
- ◆ Formulating strategic plans;
- ◆ The Board members act on a fully informed basis, in good faith, with due diligence and care, and in the best interests of the Company and the shareholders.
- ◆ The Board and senior management facilitates the Independent Directors to perform their role effectively as a Board member and also at a member of a committee.
- ◆ Ensuring fair and transparent conduct of business.
- ◆ Reviewing and approving borrowing / lending, investment limits and exposure limits, etc.;
- ◆ Reviewing statutory matters;
- ◆ Strategic acquisition of companies and critical assets;

- ◆ Review and adoption of Financial Statements, quarterly and annual financial results;
- ◆ Keeping shareholders informed about the plans, strategies and performance; and
- ◆ Ensuring 100% investor satisfaction.

A. Composition of Board:

The Board composition of your Company as on 31st March, 2025 comprises of (6) six directors with optimum combination of Executive and Non-Executive Directors including professional in the fields of finance, law, trade or industry, headed by the chairperson, Managing Director & Chief Financial Officer. Out of the 6 directors, 3 are Independent non-executive directors. The composition of the Board of the Company is in conformity with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Section 149 of the Companies Act, 2013.

The Name, categories and Director's attendance at the Board meeting held during the year 2024-25 and at the last Annual General Meeting held on 30th December, 2024 and particulars of their directorship and committee membership/chairmanship in other companies are given below :

Name of the Director	Designation/Category of Director	Directorship* in other companies	Name of the Listed entities where he/she is a Director	Committee Chairmanship of other Boards**	Committee Membership of other Boards**	No. of Shares held (as at March 31, 2025)	No. of Board Meeting Attended	Attendance at the last AGM dated 30-12-2024
Mrs. Prem Anand DIN: 00951873	Executive Chairperson	Nil	Nil	Nil	Nil	12,58,319	9	Yes
Mr. Vimal Anand DIN: 000951380	Executive Director	Nil	Nil	Nil	Nil	10,23,447	9	Yes
Mr. Amit Anand DIN: 00951321	Executive-Managing Director	Nil	Nil	Nil	Nil	9,79,433	9	Yes
Mr. Karan Ahooja ⁵ DIN: 02688727	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	4	NA
Mr. Sushil Gupta ⁵ DIN: 01549211	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	4	NA
Mrs. Sunita Chaddha ⁵ DIN: 03398434	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	4	NA
Mr. Mukesh Kasana ⁵ DIN: 10118982	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	9	Yes

Mr. Priyanshu Agarwal* DIN: 10829923	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	4	Yes
Mrs. Diksha* Gandhi DIN: 10829922	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	4	Yes
Ms. Rubi^ Mishra DIN: 09587126	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	1	NA
Mr. Sanjeev Kumar Singh^ DIN: 09330441	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	1	NA
Mr. Rohit Gupta^ DIN: 05183671	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	Nil	1	NA

§Mr Karan Ahooja, Mr. Sushil Gupta and Mrs. Sunita Chaddha were completed their second tenure as Independent Directors and therefore they step out from the Company.

**Mr. Mukesh Kasana, Mr. Priyanshu Agarwal and Mrs. Diksha Gandhi were resigned from the post of Independent Director due to their personal commitments. Mr. Priyanshu Agarwal and Mrs. Diksha Gandhi were appointed as Independent Directors w.e.f 08th November, 2024 and their appointment were confirmed by the members of the Company in Annual General Meeting held on 30th December, 2024.*

^Ms. Rubi Mishra, Mr. Sanjeev Kumar Singh and Mr. Rohit Gupta were appointed as Additional Director-Non-Executive Independent Director w.e.f March 28, 2025 and their appointment were confirmed by the members of the Company through postal ballot as on 20th June, 2025.

**Excluded the directorship held in the private Limited Companies, Foreign Companies and Companies Incorporated under Section 8 of the Companies Act, 2013 as per Regulation 26 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.*

***Including only the Membership/ Chairmanship of Audit Committee and Stakeholder Relationship Committee in all public limited companies as per Regulation 26 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.*

None of the Directors is a Director in more than 10 Public Limited Companies

or acts as an Independent Director in more than 7 Listed Companies. The Managing Director does not serve as an Independent Director in any Listed Company. Further as mandated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the directors on the Board is a member of more than ten committee or hold office as a Chairman of more than five Committees across all the public companies in which he/she is a Director.

Mr. Vimal Anand and Mr. Amit Anand are related to each other as brother and Mrs. Prem Anand is mother of Mr. Vimal Anand and Mr. Amit Anand. There is no relationship between any of the Independent Directors.

None of the Directors of the Company has any pecuniary relationship with the Company.

All the Independent Directors on the Company's Board are Non-Executive and:

- The Independence of the Directors is determined by the criteria stipulated under Section 149(6) of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the Independent Director is in compliance with the Act.
- They do not have any material pecuniary relationship or transactions with the Company, its promoters, its Directors, its Senior Management, its Subsidiaries and Associates, which may affect independence of the Directors.

- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- Have not been an Executive of the Company in the immediately preceding three financial years of the Company.
- Are not partners or executives or were not partners or executives of the Statutory Audit Firms or the Internal Audit Firms and Legal Firms, Consulting Firms, which have association with the Company.
- Are not material suppliers, service providers or customers or lessors or lessees of the Company, which may affect independence of the Directors.
- Are not substantial shareholders of the Company, i.e. do not own two percent or more of the block of voting shares.
- Have furnished a declaration before the Board of Directors that they satisfy the conditions of their being independent as laid down under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 149(6) of the Companies Act, 2013. All such declarations are placed before the Board.

Information supplied to the Board

The Board has complete access to all information with the Company; inter alia, the information as required under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, is regularly provided to the Board as a part of the Board Meeting agenda. All information stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is regularly provided to the Board as part of the agenda papers well in advance of the Board meetings. During the meeting, the senior management is invited to present the plans and achievements relating to their respective areas of responsibility.

Compliance reports of all applicable laws to the Company

The periodical reports submitted by the Internal Auditors and by the concerned executives of the Company with regard to compliance of all laws applicable to the Company including steps taken by the Company to rectify instances of non-compliances, if any, are reviewed by the Board at regular intervals.

B. (i) Board Meetings

The Board meets at-least once in a quarter to review the quarterly financial results and operations of the Company. It also meets as and when necessary to address specific issues relating to the business of the Company.

During the financial year 2024-2025, the members of the Board met 09 (Nine) times to review, discuss and decide about the business of the Company.

The dates on which the said meetings were held are as follows:

Quarter	Date of Board Meeting
April, 2024- June, 2024	April 30, 2024 June 24, 2024
July, 2024 – September, 2024	August 20, 2024 September 20, 2024
October, 2024- December, 2024	November 08, 2024 November 14, 2024 November 25, 2024
January 2025-March, 2025	February 14, 2025 March 28, 2025

The necessary quorum was present at all the meetings. The maximum gap between any two Board meetings held during the year was not more than one hundred and twenty days. During the year under review, no meeting was held via video conferencing.

(ii) Separate Meeting for Independent Director

In order to comply with the requirement of Schedule IV of the Companies Act read with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Director of the Company was held on March 05, 2025, to review the performance of Non-Independent Directors, the Board as whole, to review the performance of the Chairperson

of the Company and assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

The Board of Directors had during their meeting held on March 05, 2025 reviewed the individual performance of all the Independent Directors as per the standard criteria laid down. The Independent Directors whose performance was reviewed by the Board were not present in that part of the meeting in which their performance was reviewed as required under the statute

C. Familiarization Programme for Independent Directors

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the roles, functions, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Company had adopted a familiarization programme for independent directors to familiarize them with the Company, their

role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework, functioning of various divisions, HR management, CSR Activities etc.

The Company aims to provide its independent Directors, insight into the Company enabling them to contribute effectively. The Company arranges Factory/unit, site visit for the Directors, giving them insight of various projects and Directors are also informed of various developments relating to the industry on regular basis and are provided with specific regulatory updates from time to time.

Details of the familiarization programme of the Company may be accessed at the web <https://www.apisindia.com/pdf/Familiarisation-Programme-for-Independent-Directors.pdf>.

D. Chart or Matrix setting out skills/expertise/competence of Board.

The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector, for it to function effectively and those actually available with the board:

Key Skill Area	Essentials	Desirable	Rubi Mishra	Sanjeev Kumar Singh	Rohit Gupta	Amit Anand	Vimal Anand	Prem Anand
Strategy/ Business Leadership	Strong understanding of Business Model and Leadership	FMCG experience	✓	✓	✓	✓	✓	✓
Corporate Strategy Consultant	Academician with experience in FMCG Industry and business strategy	Basic understanding of Finance	✓	✓	✓	✓	✓	✓
Sales and Marketing Experience	Good understanding of commercial processes	Experience with FMCG or other consumer products			✓	✓	✓	✓
Corporate law	Expert knowledge of Corporate Law	Experience in trade/consumer related laws	✓	✓	✓	✓		
Finance	Good understanding of Finance and Accounts	FMCG experience	✓	✓	✓	✓	✓	✓
Trade Policy & Economics	Expert Knowledge of Trade & Economic Policies	FMCG experience	✓	✓	✓	✓	✓	✓
Administration & Government Relations	Good understanding working culture with Govt. Organizations	Basic understanding of Finance and Business	✓	✓	✓	✓	✓	✓

Expertise for Directors could also be based on the Company's priority at a particular time viz:

- Knowledge of Domestic markets that Apis is focusing on,
- Expertise in commodity procurement.

E. Independent Directors

All the Independent Directors have fulfilled the independence criteria as per requirement of Listing Regulations and as per opinion of the Board, they are independent of the management.

F. Resignation of Independent Director(s)

During the year under review Mr. Priyanshu Aggarwal, Mr. Mukesh Kasana and Mrs. Diksha Gandhi were resigned as a member of the Board with effect from 30th March, 2025, due to their personal reasons. Mr. Priyanshu Aggarwal, Mr. Mukesh Kasana and Mrs. Diksha Gandhi has confirmed that there are no material reasons for their resignation, other than those mentioned in their resignation letters.

Except for Mr. Priyanshu Aggarwal, Mr. Mukesh Kasana and Mrs. Diksha Gandhi, none of the Independent Directors of the Company had resigned before the expiry of his/her respective tenure(s).

G. Committees of the Board

The Board of Directors, in view to have more focused attention on the business and for better governance, has the following committees:

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholder Relationship Committee
- d) Corporate Social Responsibility Committee

The terms of the reference of these committees are determined by the Board and their relevance reviewed from time to time. The minutes of the committee tabled at the Board Meeting for noting of the Board Members.

3. Audit Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 entered into with the Stock Exchange(s)

read with Section 177 of the Companies Act, 2013 ("Act").

A. Brief description of terms of reference of Audit Committee

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling their responsibilities, the Audit Committee was constituted. All the members of the Audit Committee are Independent Directors and have rich experience in the financial/legal sector.

The terms of reference of Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 executed with the Stock Exchange(s), read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time. The composition of the Audit Committee also adheres to the provisions of Section 177 of the Companies Act, 2013.

The main functions of the Audit Committee, inter-alia, include:

Role(s)/Terms of reference of Audit Committee are:

- ◆ Overseeing the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ◆ Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditor and Internal Auditors and fixation of audit fees and approval of payment for any other services.
- ◆ Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Cost Auditor.
- ◆ Reviewing, with the Management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:

- | | |
|--|--|
| <p>(a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134(5) of the Companies Act, 2013.</p> <p>(b) Changes, if any, in accounting policies and practices and reasons for the same.</p> <p>(c) Major accounting entries involving estimates based on the exercise of judgment by management;</p> <p>(d) Significant adjustments made in the financial statements arising out of audit findings;</p> <p>(e) Disclosure of any related party transactions.</p> <p>(f) Compliance with listing Regulations/agreement and other legal requirements relating to financial statements.</p> <p>(g) Modified opinion(s) in the draft audit report;</p> | <ul style="list-style-type: none"> ◆ Approval or any subsequent modification of transactions of the listed entity with related parties; ◆ Scrutiny of inter-corporate loans and investments; ◆ Valuation of undertakings or assets of the listed entity, wherever it is necessary; ◆ Evaluation of internal financial controls and risk management systems; ◆ Review the appointment, removal and terms of remuneration of Internal Auditors. ◆ Reviewing, with the Management, performance of the Statutory and Internal auditors, adequacy of the Internal Control Systems. ◆ Reviewing the adequacy of Internal Audit Functions, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit. ◆ Discussion with the Internal Auditors any significant findings and follow up thereon. ◆ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board; ◆ Review the Management Discussion and Analysis of Financial condition and results of operations. ◆ Discussion with the Statutory Auditors, before the Audit commences, about the nature and scope of Audit as well as post audit discussions to ascertain any area(s) of concern. |
| <ul style="list-style-type: none"> ◆ Reviewing, with the Management, the quarterly and annual Financial Statements before submission to the Board for approval. ◆ Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter. ◆ Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process; | |

- ◆ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- ◆ Reviewing the Internal Audit Reports relating to internal control weaknesses.
- ◆ Carrying out any other function as mentioned in terms of reference of the Audit Committee.
- ◆ Reviewing the compliances regarding the Company’s Whistle Blower policy.
- ◆ Approval of appointment of Chief Financial Officer (CFO) after assessing the qualifications, experience and background of the candidate.
- ◆ To investigate any activity within terms of reference and seek information from any employee.
- ◆ To obtain outside legal professional advice; and
- ◆ Reviewing compliance of legal and regulatory requirements.
- ◆ Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision.

B. Composition & Qualification of Audit Committee

Name	Category of Directorship	Designation in Audit Committee	Qualification & Experience	No. of Meetings Attended
Mr. Sanjeev Kumar Singh	Non-Executive & Independent Director	Chairperson	Mr. Sanjeev Kumar Singh is an Associate Member of The Institute of Cost Accountants of India (ICMAI). Mr. Singh has committed to excellence in financial consulting, compliance, and strategic business advisory. Over 11 years	–

			of rich experience, he has accumulated extensive experience working with startups, MSMEs, and established corporate entities, assisting them in optimizing their financial structures, regulatory compliance, and cost efficiency.	
Ms, Rubi Mishra	Non-Executive & Independent Director	Member	Ms. Rubi Mishra hold a Bachelor’s degree in Commerce from PGDAV College, Delhi University (2010), followed by an MBA in International Business from Amity University, NOIDA. Ms. Mishra also a Fellow Member of The Institute of Cost Accountants of India (ICMAI). Ms. Mishra has rich 14 years of diverse professional experience, spanning Indirect Taxation, Internal Control Systems, Cost Audit, and Business Management. Ms. Mishra has deep understanding of corporate governance, compliance, and organizational efficiency. Ms. Mishra has in 2021-22 also served as the Chairperson of the NOIDA Chapter of the Institute of Cost Accountants of India, where she initiated and led several programs focused on empowering women professionals. In addition to this she also the Founder-Director of Skiliaris Foundation, an initiative dedicated to providing skills development to young individuals, particularly in the areas of technical training, leadership, and entrepreneurship.	–
Mr. Rohit Gupta	Non-Executive & Independent Director	Member	Mr. Rohit Gupta is a Master’s in Computer Science (MSC) from the Illinois Institute of Technology, Chicago. Mr. Gupta has rich 20 years of enterprises software experience, while living in USA he worked with various big corporates like Deloitte, Pfizer, Merrill Lynch (Bank of America) and Delta Airlines, where he developed high-end enterprise application, and maintained and enhanced high traffic public facing website.	–

Attendance by other Members in Audit Committee:

Name	Category of Directorship	Designation in Audit Committee	No. of Meetings Attended
Mrs. Sunita Chaddha	Non-Executive & Independent Director	Chairman	4
Mr. Sushil Gupta	Non-Executive & Independent Director	Member	4
Mr. Karan Ahoja	Non-Executive & Independent Director	Member	4
Mr. Mukesh Kasana	Non-Executive & Independent Director	Member	8
Mr. Priyanshu Aggarwal	Non-Executive & Independent Director	Chairman	4
Mrs. Diksha Gandhi	Non-Executive & Independent Director	Member	4

During the year under review Mrs. Sunita Chaddha, Mr. Sushil Gupta and Mr. Karan Ahoja completed their second term and according step down from the company w.e.f 30th September, 2024, thereafter Mr. Priyanshu Aggarwal and Mrs. Diksha Gandhi were appointed as Non-Executive Independent Director of the Company and also member of Audit Committee, however they resigned from there post w.e.f 30th March, 2025.

Mr. Mukesh Kasana was also resigned from the post of Non-Executive Independent Director due to their personal commitments w.e.f 30th March, 2025.

Further, Ms. Rubi Mishra, Mr. Sanjeev Kumar Singh and Mr. Rohit Gupta were appointed as Non-Executive Independent Director in the meeting of Board of Director held on 28th March, 2025 thereafter shareholder has confirmed their appointment by passing postal ballot as on 20th June, 2025.

C. Meetings of Audit Committee

During the financial year 2024-25, Eight (8) meetings of Audit Committee were held:

Quarter	Date of Meeting	Number of Members Present	Number of Independent Directors Present
April 2024 - June 2024	May 10, 2024	4	4
July 2024 - September 2024	July 24, 2024	4	4
	August 20, 2024	4	4
	September 20, 2024	4	4

October 2024 - December 2024	November 08, 2024	3	3
	November 14, 2024	3	3
	November 25, 2024	3	3
January 2025 - March 2025	February 14, 2025	3	3

The Internal Auditors and Statutory Auditors are invitees to the Audit Committee Meetings. Mr. Vikas Aggarwal, Company Secretary acts as the Secretary to the Audit Committee. No instances of any fraud have been pointed out by the statutory Auditors of the Company to Audit Committee.

Mr. Priyanshu Aggarwal, Chairman of the Audit Committee was present at the previous Annual General Meeting (AGM) of the Company held on December 30, 2024 to answer the shareholders queries. Further the gap between two meetings did not exceed one hundred twenty days.

4. Stakeholders' Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted the Stakeholders' Relationship Committee.

Role(s)/Terms of reference of Stakeholders' Relationship Committee are:

- The Stakeholders Relationship Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in quality of investor service.
- The Stakeholder Relationship Committee also looks into the redressal of shareholders'/investors complaints.
- Resolving the grievances of the security holders of the entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

- Review of measures taken for effective exercise of voting rights by shareholders of the Company;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

A. Composition of Stakeholders’ Relationship Committee:

Name of the Committee Members	Category	Designation
Ms. Rubi Mishra	Non-Executive & Independent Director	Chairperson
Mr. Sanjeev Kumar Singh	Non-Executive & Independent Director	Member
Mr. Rohit Gupta	Non-Executive & Independent Director	Member

During the year under review Mrs. Sunita Chaddha, Mr. Sushil Gupta and Mr. Karan Ahooja completed their second term and according step down from the company w.e.f 30th September, 2024, thereafter Mr. Priyanshu Aggarwal, Mr. Mukesh Kasana and Mrs. Diksha Gandhi were appointed as Non-Executive Independent Director of the Company and also member of Stakeholder Relationship Committee w.e.f 08th November, 2024, however they resigned from there post w.e.f 30th March, 2025.

Further, Ms. Rubi Mishra, Mr. Sanjeev Kumar Singh and Mr. Rohit Gupta were appointed as Non-Executive Independent Director in the meeting of Board of Director held on 28th March, 2025 thereafter shareholder has confirmed their appointment by passing postal ballot as on 20th June, 2025.

The Directors review the position on all major investors’ grievances at meeting of the Board and the stakeholders’ relationship committee.

Pursuant to Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikas Aggarwal, Company Secretary, acts as Compliance officer of the Company.

B. Name, Designation and Address of Compliance Officer

Mr. Vikas Aggarwal
 Company Secretary
 APIS India Limited
 18/32, East Patel Nagar,
 New Delhi-110008
 Email: vikas.cs@apisindia.com

C. Dates & No. of meetings of Stakeholders’ Relationship Committee held during the year under review and members attendance thereon:

Quarters	Date of Meeting	Members Present	Number & Name of Director Absent
April 2024- June 2024	May 08, 2024	03	-
July 2024- September 2024	August 20, 2024	03	-
October 2024- December 2024	November 08, 2024	03	-
	November 14, 2024	03	-
January 2025- March 2025	March 31, 2025	03	-

D. Complaint Status

During the year, the Company has not received any investor complaints. As on date, there is no pending complaint of any shareholder.

Terms of reference of the Committee, inter-alia, include:

1. Review, on periodic basis, status of grievances relating to transfer, transmission of shares, and issue of duplicate shares;
2. Monitor expeditious redressal of Investors’ grievances;
3. Review instances of non- receipt of Annual Report and declared dividend and

4. Consider all matters related to all security holders of the Company.

SEBI vide Circular no. CIR/OIAE/2/2011 dated June 3, 2011 informed the Company that they had commence processing of investor complaint in a web based complaints redress system viz. SCORES. Under this system all complaints pertaining to companies are electronically sent through SCORE and the companies are required to view complaint pending against them and submit action taken report along with supporting documents electronically in SCORES.

5. Nomination & Remuneration Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013, read with rules framed thereunder and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted the Nomination & Remuneration Committee.

The Nomination & Remuneration Committee comprises of three (3) Directors (all Independent Directors). Mrs. Diksha Gandhi, Chairperson of Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on December 30, 2024.

Mr. Vikas Aggarwal, Company Secretary, acts as the Secretary to the Committee.

A. Composition of Nomination & Remuneration Committee:

Name of Committee Member	Category of Directorship	Designation in Committee
Ms. Rubi Mishra	Non-Executive & Independent Director	Chairperson
Mr. Sanjeev Kumar Singh	Non-Executive & Independent Director	Member
Mr. Rohit Gupta	Non-Executive & Independent Director	Member

During the year under review Mrs. Sunita Chaddha, Mr. Sushil Gupta and Mr. Karan Ahooja completed their second term and according step down from the company w.e.f 30th September, 2024, thereafter Mr. Priyanshu Aggarwal, Mr. Mukesh Kasana and Mrs. Diksha Gandhi were appointed as Non-Executive Independent

Director of the Company and also member of Nomination and Remuneration Committee w.e.f 08th November, 2024, however they resigned from there post w.e.f 30th March, 2025.

Further, Ms. Rubi Mishra, Mr. Sanjeev Kumar Singh and Mr. Rohit Gupta were appointed as Non-Executive Independent Director in the meeting of Board of Director held on 28th March, 2025 thereafter shareholder has confirmed their appointment by passing postal ballot as on 20th June, 2025.

B. Dates & no. of meetings of Nomination and Remuneration Committee held during the year under review and members attendance thereon:

Quarters	Date of Meeting	Members Present	Number & Name of Director Absent
April 2024- June 2024	April 30, 2024	03	-
July 2024- September 2024	August 20, 2024	03	-
October 2024- December 2024	November 08, 2024	03	-
	November 25, 2024	03	-
January 2025- March 2025	March 28, 2025	06	-

C. The broad terms of reference of the Committee includes:

The terms of reference of Nomination and Remuneration Committee is in the terms of Companies Act, 2013 and Part D of Schedule II of Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, which inter-alia, include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of the criteria for evaluation of performance of

- Independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
 4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
 5. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 6. Recommend to the board, all remuneration, in whatever form, payable to senior management
 7. Formulation & review of remuneration policy of the Company.

The committee shall approve the remuneration payable to the executives of the Company for each financial year. The Committee shall also review, appraise and approve such other matter(s) as the board may recommend to it.

Evaluation of performance of the Board, its committees and Individual Directors (Including Independent Directors)

As required under Section 134(3)(p) of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all Directors. The performance of the committees was evaluated by the Board after seeking inputs from the committee members. The Nomination and Remuneration Committee reviewed the performance of the Individual Directors.

As required under Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board assessed the performance of the Independent Directors, individually and collectively as per the criteria laid down and on an overall assessment, the performance of independent directors was found noteworthy. The Board has therefore recommended the continuances of the Independent Directors on the Board of the Company. The Board has evaluate the performance of the independent directors on the parameters such Qualification, knowledge, experience, initiate, attendance, concerns for the stakeholders, leadership, team work attributes, effective interaction, willing to speak up, high governance standard, integrity, relationship with management, Independent views and judgement. Further, the Board and each of the Directors had evaluated the performance of each individual director on the basis of above criterion.

The members of the committee of audit nomination & remuneration, stakeholder’s relationship committee and Corporate Social Responsibility were also assessed on the above parameters and also in the context of the Committee’s effectiveness vis-à-vis the Companies Act and Listing Regulations.

The Board of Directors has assessed the performance of the Board as whole and committees of the Company based on the parameters which amongst other included structure of the Board, including qualification, expectance and competency of the Directors, diversity of the Board and process of appointment; Meeting of the Board, including regularity and frequency, agenda, discussion and dissent, recording of the minutes, functions of the Board, including strategy and performance evaluation, corporate culture and value, evaluation of risks, succession plan, focus on the shareholders’ value creation, effectiveness of Board process, governance and compliance and meaning full communication, high governance

standard, knowledge of business, openness discussion/integrity and information and functioning and quality of relationship between the Board and management.

Further as required under Schedule IV of the Companies Act, 2013 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Separate meeting of the independent directors was convened, whereat Independent Directors had evaluated the performance of the non-independent directors and the Board as whole as parameters as enumerated above. They also reviewed performance of the chairman of the Company on the parameters such as effectiveness of leadership and ability to steer the meeting, impartiality, commitment and ability to keep shareholders' interest in mind and also assessed the quality and timeline of the flow of the information between the company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The nomination and remuneration Committee & Audit Committee has also reviewed and considered the collective feedback of the whole of evaluation process. The Directors were satisfied with the evaluation results which reflected the overall management and effectiveness of the Board and its Committees.

The Nomination and Remuneration Committee has devised the following policies:-

Policy on Board Diversity

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration policy is framed and adopted.

The Broad objectives of the Policy are:

The Policy shall confirm with the following two principles for achieving diversity on its Board:

- a) Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- b) For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds.

Remuneration Policy:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration policy is framed and adopted.

The Broad objectives of the Policy are:

- (i) To lay down criteria for identifying persons who are qualified to become Directors and who may be appointed in Senior Management of the Company in accordance with the criteria laid down;
- (ii) To lay down criteria for determining qualification, positive attributes and Independence of a Director;
- (iii) To lay down criteria relating to remuneration of directors, key managerial personnel and other employees;
- (iv) To retain, motivate and promote exceptional talent and to ensure long term sustainability of the talented managerial persons and create competitive advantage;
- (v) To promote and welcome diversity, equal opportunities and gender mix in the Board composition with due recognition and weightage to

the skills, experience and business acumen of the directorship candidatures.

Details policy on the recommendation of Nomination and Remuneration Committee as adopted by the Board of Directors is annexed with the Director Report of the Company. The said policy is available and can be disseminated on the website of the Company at www.apisindia.com.

Particulars of Directors’ Remuneration during the financial year 2024-2025:

The details of remuneration paid to the Directors during the year ended March 31, 2024, are given below:

Directors	Salary & Perquisites (In ₹)	Sitting Fee (In ₹)	Total (In Rs)
Mrs. Prem Anand	13,20,000	----	13,20,000
Mr. Vimal Anand	84,00,000	----	84,00,000
Mr. Amit Anand	84,00,000	----	84,00,000
Ms. Rubi Mishra	----	----	----
Mr. Sanjeev Kumar Singh	----	----	----
Mr. Rohit Gupta	----	----	----
Total	1,81,20,000	----	1,81,20,000

Presently, the Company does not have a scheme for grant of stock options to any director. Further, none of the directors of the company was in receipt of any remuneration from its subsidiary company during the period. The Company does not pay any remuneration to its non-executive independent directors.

There were no pecuniary relationship or transactions of the non-executive Directors vis-à-vis the Company during the year.

Criteria for making payment to Non-Executive Directors

The Company has not paid any payment to its Non-Executive Directors. The details of such criteria are available in the Remuneration Policy. The said policy is available and can be disseminated on the website of the Company <https://>

[www.apisindia.com/pdf/NOMINATION-AND-REMUNERATION-POLICY-\(for-apis-2016\)-\[165604\].pdf](http://www.apisindia.com/pdf/NOMINATION-AND-REMUNERATION-POLICY-(for-apis-2016)-[165604].pdf)

6. Corporate Social Responsibility Committee

In compliance with the provisions of Section 135 of the Companies Act, 2013, your Company has constituted the Corporate Social Responsibility Committee.

A. Composition of Corporate Social Responsibility Committee:

Name of Committee Member	Category of Directorship	Designation in Committee
Mr. Rohit Gupta	Non-Executive & Independent Director	Chairman
Ms. Rubi Mishra	Non-Executive & Independent Director	Member
Mr. Sanjeev Kumar Singh	Non-Executive & Independent Director	Member
Mr. Vimal Anand	Executive Director	Member
Mr. Amit Anand	Executive Director	Member

During the financial year 2024-25, Five (5) meetings of Corporate Social Responsibility Committee were held:

Quarters	Date of Meeting	Members Present	Number & Name of Director Absent
April 2024- June 2024	May 16, 2024	04	--
July 2024- September 2024	August 20, 2024	04	---
October 2024- December 2024	November 08, 2024	04	--
	November 14, 2024	04	--
January 2025- March 2025	March 31, 2025	05	

B. Terms of reference of the Committee, inter – alia, include:

- Formulate and recommend to the Board, Corporate Social Responsibility Policy of the Company, which shall indicate the activities to be undertaken by the Company as per the provisions of the Companies Act 2013 and rules made thereunder;
- Monitor the implementation of the frame work of the policy on the regular basis.
- Recommend the amount of expenditure to be spent on CSR activities.

During the year under review the Company has spent the money on activities/projects identified under CSR and the details of CSR budget and spend for the year 2024-25 is given as an annexure to the Director's Report.

7. Subsidiary Company

Your Company has 2 (Two) wholly owned subsidiary and 2 (two) associate companies with the name and style of APIS Arabia Foods LLC (Formerly know as APIS Pure Foodstuff LLC), Dubai and Kapil Anand Agro Private Limited.

None of the subsidiary fall within the meaning of "Material Non- listed Indian subsidiary" as defined in the policy adopted by the Company.

The Company has laid down policy on Material subsidiary and the same is placed on the website of the Company. The said policy may be accessed at the following web link: <https://www.apisindia.com/pdf/Policy-for-Determination-of-Materiality.pdf>

However the following compliance are duly made by the Company:

- The Audit Committee reviews the financial statements of the Subsidiary Company.
- The Minutes of the Board Meeting of the Subsidiary Company are placed before the Board of Directors.

- A Statement of all significant transactions and arrangements made by the subsidiary are informed by the Board at periodical internal.

8. Means of Communication

The Company's Quarterly/Annual Financial Results, after their approval by the Board of Directors, are filled with the Stock Exchange under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The results in the prescribed format are normally published within 48 hours in the Newspaper viz. Financial Express-English Edition and Jansatta- Hindi Edition in compliance with Regulation 47(1)(b) of the said regulation.

The Company's Annual Report containing, inter-alia, audited annual accounts, consolidated financial statements, directors' report, auditors' report, management discussion analysis and other important information is circulated to all the members.

The Company has its own website viz. www.apisindia.com. The quarterly/half yearly and Annual Financial Results are posted on the Company's website for the information of the shareholders. Further Shareholding Pattern, Corporate Governance Report, the composition of the Board of Directors /Committee of Directors, the various policies on the Corporate Social Responsibility, Related Party Transactions Policy, archival policy, policy on determination of materiality, Code of Conduct for Regulating & Monitoring Trading by Insiders, Code of Conduct for Board of Directors and Senior Management, CSR Policy and other policies are also available on the Company's' website.

All the material information is promptly sent to the stock exchange where the shares of the Company are listed and simultaneously posted on the website of the Company.

9. General Body Meetings:

The concise details of Annual General Meetings held during the previous three years are as under:

A. Annual General Meetings:

Financial Year	Location and Time	Special Resolutions passed
2023-24	30th December, 2024 at 01:30 P.M at the Registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008	Three Special Resolution was passed in the Annual General Meeting.
2022-23	30th September, 2023 at 01:30 P.M at Almondz Hotel at 4/3, Block-4, Near Metro Pillar No. 171, East Patel Nagar, New Delhi-110008	Four Special Resolution was passed in the Annual General Meeting.
2021-2022	30th September, 2022 at 12:30 P.M at the Registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008	One Special Resolution was passed in the Annual General Meeting.

B. Postal Ballot:

Details of special resolutions passed through postal ballot during FY 2024-25:

There was no Postal Ballot was held during the Financial Year 2024-25.

C. Extra-ordinary General Meetings:

There was no Extra Ordinary General Meeting was held during the Financial Year 2024-25.

10. Reconciliation of Share Capital Audit:

A qualified practising Company Secretary carries out an audit on a quarterly basis to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital and the reports are placed before the Board of Directors for its perusal. The said report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

11. Other Disclosures

A. Disclosures of Related Party Transactions

The related party transactions are

periodically placed before the Audit Committee/Board of Directors for their consideration and approval. There were no materially significant related party transactions which a potential conflict with the interest of the Company at large. All the related party transactions have been transacted in the ordinary course of business and on arm's length basis.

The Audit committee has granted an omnibus approval for such related party transaction where the need cannot be foreseen and aforesaid details are not available in accordance with Regulation 23(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The transaction with related parties have been disclosed in details in Note No.38 to the Standalone Balance sheet as at March 31, 2025, and the profit and loss accounts for the year ended on that date which form part to this Annual Report.

The Board has formulated a policy on related party transactions and it may be accessed at Weblink: http://www.apisindia.com/docs/investorRelation/corporateGovernance/Related_Party_Policy.pdf.

B. Disclosure regarding appointment/re-appointment of directors

In terms of Section 152 of the Companies Act, 2013, Mr. Amit Anand (DIN: 00951321) shall retire by rotation at the ensuing Annual General Meeting and being eligible for re-appointment.

Brief details as required under Regulations 36(6) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and Secretarial Standard-2 on the General Meeting in respect of the Director seeking reappointment at Annual General Meeting are annexed with the notice. The Directors have furnished the requisite consent/declaration(s) for their appointment.

C. Vigil Mechanism/Whistle Blower Mechanism

In terms of Section 177(9) of the

Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a Vigil Mechanism/ Whistle Blower policy as recommended by the Audit Committee has been adopted by the Board of Directors of the Company. The policy provides a mechanism for the employee, to report concern about the unethical behaviour, actual & suspected frauds or violation of the Company’s Code of conduct. It is affirmed that no personnel has been denied access to the audit committee.

The policy on the Whistle Blower may be accessed at the web link https://www.apisindia.com/pdf/Related_Party_Policy.pdf

D. Management & Discussion Analysis Report:

The comprehensive Management & Discussion Analysis Report has been enclosed with this report.

E. Details of Compliances/Non compliances by the Company with applicable Laws

The Board of Directors periodically reviews compliance reports of the laws applicable to the Company and the Company initiates requisite action for strengthening of its statutory compliance procedures, as may be suggested by the members of the Board from time to time.

There have been instance of receiving notice(s) with regard to non-compliances by the Company and imposing of penalties/strictures on the company by stock exchange during the last three years, the details of which are mentioned herein below:

Sr. No.	Details of Non-Compliances	Details of action taken E.g. fines, warning letter, debarment, etc.	Financial year
1.	Non-compliance/Delayed Compliance under Regulation 33 of Listing Regulations.	The stock exchange had levied the fine for late submission of Annual financial results for the financial year ended 31st March, 2022 and the same was paid to Stock Exchange.	2022-23

2.	Non-compliance/Delayed Compliance under Regulation 29 of Listing Regulations.	The stock exchange had levied the fine for late submission of Related Party Transaction for the half year ended 30th September, 2023 and the same was paid to Stock Exchange.	2022-23
3.	Non-compliance/Delayed Compliance under Regulation 33 of Listing Regulations.	The stock exchange had levied the fine for late submission of Annual/Quarterly financial results for the financial results for the quarter ended 31st December, 2023 and the same was paid to Stock Exchange.	2022-23
4.	Non-compliance/Delayed Compliance under Regulation 33 of Listing Regulations.	The stock exchange had levied the fine for late submission of Annual financial results for the financial year ended 31st March, 2024 and the same was paid to Stock Exchange.	2023-24
5.	Non-compliance/Delayed Compliance under Regulation 33 of Listing Regulations.	The stock exchange had levied the fine for late submission of Annual financial results for the financial year ended 30th June, 2024 and the same was paid to Stock Exchange.	2024-25

F. Code for Prevention of Insider Trading Practices

In compliance with SEBI’s regulations on Prevention of Insider Trading, the Company has instituted a comprehensive Code of Conduct for its Directors and Designated Employees. The code lays down guidelines which advise them on procedure to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of consequences of violations.

Based on the recent amendments in the SEBI (Prevention of Insider Trading Regulations), 2015, the company has revised the “Code of Conduct for Prevention of Insider Trading” of the Company. Company Secretary, is the Compliance Officer for the purpose of this code. During the year, there has been due compliance with the code by the Company and all insiders and requisite disclosures were made to the Stock Exchanges from time to time.

The Company has now adopted the new amended SEBI’s (Prevention of

Insider Trading) Regulations, 2015, duly approved by the Board of Directors through resolution passed by circulation, in term of which the Code of Practices Procedure for fair disclosure unpublished price sensitive information and the Code of Internal procedure and conduct for regulation, monitor and report of trading in the Securities for the designated employees and the connected persons have been adopted and have been posted on the Company's website **www.apisindia.com**.

G. Risk Management

The Company has adopted a Risk Management Policy, however as per Regulation 21 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Risk Management Committee is not applicable on the company. It has laid down the procedures to inform the Board members about potential risks, their assessment and control. These procedures are periodically reviewed to ensure that the executive management controls risks by means of properly defined framework of policies and strategies.

The Company also has a system of Internal Audit and the Internal Auditors report directly to the Audit Committee of the Company.

H. Adoption of Mandatory and discretionary requirements of the Corporate Governance as specified in the Listing Regulation 17 to 27 and Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

The Company has complied with all the mandatory requirements of the Corporate Governance mandatory with respect to Regulation 17 to 27 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015. The non-mandatory have been adopted to the extend and in the manner as stated under the appropriate headings detailed elsewhere in this report.

I. Secretarial Auditors

M/s Anand Nimesh & Associates, Practising Company Secretaries were appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for the financial year 2024-25.

J. Disclosure of Accounting Treatment

The Ministry of Corporate Affairs (MCA), vide its notification in official gazette date February 16, 2015, notified the Indian Accounting Standards (Ind As) applicable to certain classes of Companies. Ind As has replaced the existing Indian GAAP prescribed under Section 133 of the Companies (Accounts) Rules, 2014.

The Company has adopted Indian Accounting Standards ("Ind AS") from April 01, 2017 (transition date to Ind AS is April 01, 2016) and the financial Statements have been prepared in accordance with recognition and measurement principal of Indian Accounting Standards ("Ind AS") as prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as specified in section 133 of the Companies Act, 2013. The Annual Accounts for the year ended March 31, 2024 have been prepared in accordance to Indian Accounting Standard (Ind AS).

There is no explanation required to be given by the management, as per Regulation 34(3) read Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

K. Proceeds from the public issue/rights issue/preferential issues etc.

There was no public issue/ right issue/ preferential issue etc. made by your Company during the financial year 2024-25.

L. Disclosure on Commodity Price Risks or Foreign Exchange Risk and Hedging Activities

The Company has witnessed a major structural federal tax change in the current fiscal which has influenced the

fundamentals of the trade dynamics in various items/commodities. The Company has prudently sailed through the changed environment and swiftly transited into the new regime through a collaborative engagement with different stakeholders in the supply chain.

The Company is subject to market risk with respect to commodity price fluctuations in a wide range of materials which are drawn from the agriculture. The Company hedges exposure to commodity risks through a judicious mix of long term contracts in seasonal items and strategic buying initiatives in other commodities. The Company has a robust governance framework/mechanism in place to ensure that the Company is effectively safeguarded from the market volatility in terms of price and availability.

As regards foreign exchange risks, keeping in view the position of rupee in the market vis-a-vis foreign currency, the Company has been taking natural hedge to the extent of foreign debtors and rest of the loan in foreign current is unhedged.

M. Certificate from Company Secretary in Practice

A certificate from Anand Nimesh & Associates, Practice Company Secretaries is annexed and forms part of this Annual Report, stating that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

N. Total fees for all services paid by the listed entity, on a consolidated basis, to the statutory auditor is a part is mentioned in Notes to Accounts.

The total fees paid to the Statutory Auditors viz G A M S & Associates LLP., Chartered Accountants for the financial year 2024-2025 was INR 8,00,000/- (Rupees Eight Lakhs Only).

O. Disclosure on demat Suspense Account/ unclaimed Suspense Account

The Demat Accounts of Promoters has been freeze by the Stock Exchange due to delay filling, the Company has discussed with Stock Exchange to unfreeze promotes accounts except this there are no shares which lying in the demat suspense Account and Unclaimed Suspense Account.

P. There were no instances where the Board had not accepted any recommendation of any committee during the financial year.

Q. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:

S. No	Particulars	No. of Complaints
1.	Number of complaints filed during the financial year	01
2.	Number of complaints disposed of during the financial year	01
3.	Number of complaints pending as on end of the financial year	Nil

R. Disclosure by listed company/ subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

The Company and/or its subsidiaries has not granted any loans and advances in the nature of loans to firms/companies in which directors.

S. Material Subsidiary

During the year under review the Company has no material subsidiary.

T. Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations

The Company has complied with the requirements of Part C (corporate governance report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this corporate governance report.

● **Web link for other Policies**

The following policies are linked with the website of the Company i.e. **www.apisindia.com**

1. Archival Policy on preservation of Documents of the Company. URL for the same is: **https://www.apisindia.com/pdf/Website_content_archival_policy.pdf**.
2. Policy on determination of materiality of the events/information for making disclosure by the Company. URL for the same is: **<https://www.apisindia.com/pdf/Policy-for-Determination-of-Materiality.pdf>**
3. Policy on Preservation of Records. The same may be accessed at: **<https://www.apisindia.com/pdf/Policy-on-Preservation-of-Documents.pdf>**

U. Policy on determination of material subsidiary. The same can be accessed at: **<https://www.apisindia.com/pdf/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARY.pdf>**

V. In compliance with the Regulation 46(2) (j) & (k) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and as required under the listing Regulations/agreement entered into with the Stock Exchange, the Company has designated the mail.id **vikas.cs@apisindia.com**. This mail id has been posted on the Company’s website and also on the website of the Stock Exchange. The investor can send their grievances, if any to the designated mail id. Mr. Vikas Aggarwal was the Compliance officer of the Company, the Company is in the process of appointment of Company Secretary.

W. The SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, vide its Regulation 46(1) stipulated that the company should maintain a functional website containing the basic information about the company and to update the contents of the said website periodically. In pursuance to this clause, the Company updates its website with all relevant information as envisaged in the said regulation and as per the provision of the companies Act, 2013. The website of the company may be accessed at **www.apisindia.com**.

X. In Pursuant to Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, 100% of the shareholding of the promoter and promoter group has been dematerialized and all the shares are held dematerialized mode to allow the shares of the company to be traded in the Stock Exchanges in the normal segment.

12. General Shareholder Information:

Annual General Meeting (Date, Time & Venue)	Tuesday, 30th September, 2025, Time: 01:30 P.M IST; being held at the Register office of the Company at 18/32, East Patel Nagar, New Delhi-110008
Financial Year	1st April 2024 - 31st March 2025
Date of Book Closure	Tuesday, September 23, 2025 to Tuesday, September 30, 2025 (both days inclusive).
Dividend Record (Last three years)	No dividend was paid by the Company during the last three years
Dividend for Financial Year 2024-2024	The Company has not recommended dividend for the financial year 2024-25.
Listing on Stock Exchanges	The Shares of the Company are listed on the BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India Annual Listing Fee for the financial year 2024-25 has been duly paid to the Stock Exchange.
ISIN NO/Stock Code	ISIN No. of Equity Shares at NDSL/CDSL: INE070K01014 Trading Symbol at BSE & Code: APIS: 506166

Financial Calendar 2025-2026 (Tentative & Subject to Change)	<p>1. First Quarter results – on or before 14th August, 2025</p> <p>2. Second Quarter results – 2nd week of November, 2025</p> <p>3. Third Quarter results – 2nd week of February 2026</p> <p>4. Audited yearly results for the year ended March 31, 2026- Last week of May, 2026</p>
Registrar & Transfer Agents (both for Electronic & Physical Segment)	<p>Skyline Financial Services Private Ltd D-153, 1st Floor, Okhala Industrial Area, Phase-I, New Delhi-110020 Contact Person: Mr. Virender Rana, Director Phone: 011-26812682 Website: https://www.skylinerta.com; Email id: admin@skylinerta.com</p>
Share Transfer Systems	<p>SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. As per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained the half yearly certificates from the Company Secretary in practice for due compliance of share transfer formalities.</p>
Permanent Account Number (PAN) for transfer of shares in physical form	<p>SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for registration of such transfer of shares. Accordingly, shareholders are requested to please furnish copy of PAN Card to the Company's RTA for registration of transfer of shares in their name.</p>

Reconciliation of Share Capital Audit	<p>Reconciliation of Share Capital Audit is conducted on quarterly basis by a Qualified Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Service Ltd. (CDSL) with the total issued and listed Capital. The Reports are placed before the Board of Directors for its perusal and are submitted to the concerned Stock Exchanges where the shares of the Company are listed for trading. The said report confirms that the total issued and listed capital is agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.</p>															
Dematerialization of Shares	<p>The Company's shares are available for dematerialisation on both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Service Ltd. (CDSL).</p> <p>(i) Dematerialization of Shares as on 31st March, 2025</p> <table border="1"> <thead> <tr> <th>Particular</th> <th>Number of Shares</th> <th>Percentage (%)</th> </tr> </thead> <tbody> <tr> <td>Dematerialization:</td> <td></td> <td></td> </tr> <tr> <td>NSDL</td> <td>10,33,112</td> <td>18.75</td> </tr> <tr> <td>CDSL</td> <td>44,76,964</td> <td>81.25</td> </tr> <tr> <td>Total:</td> <td>55,10,076</td> <td>100.00</td> </tr> </tbody> </table>	Particular	Number of Shares	Percentage (%)	Dematerialization:			NSDL	10,33,112	18.75	CDSL	44,76,964	81.25	Total:	55,10,076	100.00
Particular	Number of Shares	Percentage (%)														
Dematerialization:																
NSDL	10,33,112	18.75														
CDSL	44,76,964	81.25														
Total:	55,10,076	100.00														
Secretarial Audit	<p>Pursuant to Section 204 of the Companies Act, 2013, the Company has appointed M/s Anand Nimesh & Associates, Companies Secretaries as Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for the financial year 2024-25. Further as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company has recommended to appoint M/s Anand Nimesh & Associates, Company Secretaries for a period of five years w.e.f 01st April, 2025 till 31st March, 2030, subject to the approval of shareholders.</p>															
Outstanding GDRs	<p>There are no outstanding GDRs/ ADRs/Warrants or any other convertible instruments.</p>															
Regd. Office	<p>18/32, East Patel Nagar, New Delhi-110008</p>															
Plant/Unit Address	<p>Khasra No. : 66 – 72, Village Makhiali, DundiPargana, Manglore, Roorkee – 247 667, Uttarakhand</p>															

Address for Correspondence	18/32, East Patel Nagar, New Delhi-110008				
Credit Rating	Instrument/Facility	Amount (Rs. In Crore)	Previous Rating	Current Rating	Rating Action
	Long Term Bank Facility	58.94	CARE BBB; Stable	CARE BBB; Stable (Triple B; Outlook: Stable)	No Change
	Short Term Bank Facility	43.50	CARE A3+	CARE A3+ (A Three Plus)	No Change
	Total	102.44	Rupees One Hundred Nine Cores Only		
Compliance Officer	Mr. Vikas Aggarwal (Company Secretary) Tel :011-43206602; E-Mail: vikas.cs@apisindia.com ; Website: www.apisindia.com The Company has designated an e-mail id viz. vikas.cs@apisindia.com to enable the investors to register their complaints/suggestions/queries, if any.				

Dematerialization of Shares as on 31st March, 2025



Green Initiative in the Corporate Governance by the Ministry of Corporate Affairs

The Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by companies and has issued circulars stating that the service of official documents by a company to its members can be made through electronic mode.

To support this green initiative of the Government in full measure, all the members are requested to register/update their email IDs with their depository participants, in case shares are held in electronic mode, to ensure that Annual Report and other documents reach

them at their preferred email IDs and, where the shares are held in physical mode, members are requested to get their email IDs updated in the records of the company.

All the official documents including Annual Report of the Company, circulated to the Members of the Company through electronic mode, will be made available on the Company’s website www.apisindia.com.

Distribution of Shareholdings as on March 31, 2025:

Range(in Shares)		No. of Shares holders	No. of Shares	% of Total
From	To			
1	5000	8	453	0.01
5001	10000	-	-	-
10001	20000	-	-	-
20001	30000	1	2606	0.05
30001	40000	-	-	-
40001	50000	-	-	-
50001	100000	2	11223	0.20
100001	And above	12	5495794	99.74
Total		23	5510076	100.00

Shareholding Pattern of the Company as on March 31, 2025:

Category	No. of Shares	% to Total
Promoters*	4117199	74.72
Banks, Financial Institutions & FIIs	-	-
Bodies Corporate	-	-
Non Resident Indians	-	-
GDR	-	-
Public/ individuals	1392877	25.28
Total	5510076	100.00

* No pledge has been created on the shares held by promoters or promoter group as on March 31, 2025.



Market Price Data Monthly High and Low quotation of shares traded on BSE during the year 2024-25.

(In ₹ Per share)

Month End	Sensex		APIS	
	High	Low	High	Low
April, 2024	75124.28	71816.46	199.4	199.4
May, 2024	76009.68	71866.01	209.35	219.8
June, 2024	79671.58	70234.43	230.75	230.75
July, 2024	81908.43	78971.79	242.25	254.35
August, 2024	82637.03	78295.86	199.4	199.4
September, 2024	85978.25	80895.05	209.35	219.8
October, 2024	84648.4	79137.98	267.05	267.05
November, 2024	80569.73	76802.73	267.05	267.05
December, 2024	82317.74	77560.79	267.05	267.05
January, 2025	80072.99	75267.59	267.05	267.05
February, 2025	78735.41	73141.27	267.05	267.05
March, 2025	78741.69	72633.54	267.05	267.05

The Company's equity share performance compared to BSE Sensex is as under:



13. Compliance Certificate from Anand Nimesh & Associates, Company Secretaries on Corporate Governance

As required under Schedule V sub-clause (E) Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from Anand Nimesh & Associates, Practice Company Secretaries is annexed and forms part of this Annual Report.

14. Code of Conduct for Board of Directors and Senior Management Personnel

The Board of Directors has adopted Code of Conduct, applicable to Directors and to Senior Management Personnel of the Company. The said Code of Conduct have been posted on the Company's website http://www.apisindia.com/pdf/Code_of_conduct.PDF The Company has obtained declarations from all its Directors and Senior Management Personnel affirming their compliances with the applicable Code of Conduct. The declaration by the Chief Executive Officer (CEO) under Schedule V sub-clause (D) Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 affirming compliance of the Code of Conduct by all members of the Board and the Senior Management Personnel for the year ended 31 March, 2025 is attached to this Corporate Report.

15. Disclosure of Agreements under clause 5A of paragraph A of Schedule III of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015

During the year under review the Company has not entered an Agreement(s) mentioned in clause 5A of paragraph A of Schedule III of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015, which either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability.

16. SEBI Complaints Redress System (SCORES)

The Company processes the investors' complaints received by it through a computerized complaints redressal system. The salient features of this system are computerized database of all the inward receipts and action taken on them, online submission of Action Taken Reports (ATRs) along with supporting documents electronically in SCORES. The investors' can view online the current status of their complaints submitted through SEBI Complaints Redress System (SCORES). The above report has been placed before the Board at its meeting held on August 14, 2025 and the same was approved.

17. Utilization of funds raised through other than cash in lieu of order of Hon'ble NCLT, Delhi

The Company has not received any proceeding

to allot the aforesaid equity shares to the shareholders of transferor Companies, therefore no deviation in utilization.

18. Particulars of Senior Management of Apis India Limited including the changes therein since the close of the previous financial year

Sr. No.	Name	Designation
1.	Mrs. Manisha Anand	Chief Financial Officer
2.	Mr. Vikas Aggarwal	Company Secretary
3.	Mr. Naagesh Mishra	Manager-Marketing
4.	Mr. Amit Madan	Assistant General Manager-Finance & Accounts
5.	Ms. Heera Swami	Manager-Production and Procurement
6.	Mr. Pradeep Krishali	Manager-Purchase
7.	Mr. Shri Prakash Chaubey	Manager Supply Chain Manager
8.	Mr. Sharad Vats	National Sales Head
9.	Mr. Pratap Barik	OT Head
10.	Mrs. Nickey Sasi	Manager Export
11.	Mr. Neelender Pandey	Sr. Manager-HR
12.	Mr. Hemant Tripathi	Assistant Manager Human Resource Business Partner
13.	Mr. Tapan Behra	Sr. Manager-Internal Audit
14.	Mr. Rahul Dutt Sharma	Manager-Quality
15.	Mr. Nishchal Bhardwaj	Sr. Manager-Finance
16.	Mr. Jasopal Singh	Manager-Production
17.	Mr. Prateek Aggarwal (Appointed w.e.f 06.11.2024)	Sr. Manager-Finance & Accounts
18.	Mr. Narendra Gangwar	Sr. Manager
19.	Mr. Jayant Gahlot	Manager Factory

19. Discretionary Requirements

As required under Part E of Schedule II the details of discretionary requirements are given below:

A. The Board

The Company has not set up any office for the Non-executive Chairman and no expenses and reimbursement of expenses are incurred in the performance of his duties.

B. Shareholders Rights

The quarterly/half yearly un-audited results of the Company after being subjected to a Limited Review by the Statutory Auditors are published in newspapers and on the Company's

website http://www.apisindia.com/investors_FinancialResults.php.

These results are not sent to shareholders individually.

C. Unmodified Opinion(s) in Audit Report

The Auditor has issued an unmodified opinion on the statutory financial statement of the Company.

D. Reporting of Internal Auditor

The Board of Directors appointed M/s Gopal Chopra & Associates, Chartered Accountant (Firm Registration No. 010578N) as Internal Auditor to conduct the internal audit for the financial year 2024-25. The Internal Auditors has submitted their report to Board of Directors.

The Company has re-appointed Gopal Chopra & Associates, Chartered Accountants (Firm Registration No. 010578N), as the Internal Auditors to conduct the internal audit for the financial year 2025-2026 and they shall report directly to the Audit Committee on a quarterly basis on his findings and corrective actions taken.

E. Request to Investors

- I. Investors are requested to communicate change of address, if any, directly to the registrar and share transfer agent of the Company.
- II. As required by SEBI, investors shall furnish details of their respective bank account number and name & address of the bank for incorporating in the dividend warrants to reduce the risk to them of fraudulent encashment.
- III. Investors holding shares in electronic form are requested to deal only with their respective depository participant or change of address, nomination facility, bank account number etc.
- IV. Electronic Clearing Service (ECS) helps in quick remittance of dividend without possible loss/ delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the

share transfer agent or their respective Depository Participants.

- V. Shareholders who have multiple folios in identical names, are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

For APIS India Limited

Place: New Delhi
Date: August 14, 2025

Amit Anand
(Managing Director)
DIN: 00951321

Prem Anand
(Director & Chairperson)
DIN: 00951873

By order of the Board of Directors