



# APIS INDIA LIMITED

CIN: L51900DL1983PLC164048

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

Tel: 011-4320 6650 | Fax: 011-2571 3631 | E-mail: mail@apisindia.com | Website: www.apisindia.com

## NOTICE

Notice is hereby given that the Thirty Eighth (38<sup>th</sup>) Annual General Meeting (AGM) of the members of **APIS INDIA LIMITED** will be held on Wednesday, 30<sup>th</sup> Day of September, 2020 at 10:00 A.M., Indian Standard Time ("IST"), through Video Conferencing/other audio visual means ("VC/OAVM") facility, to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008.

### ORDINARY BUSINESS:

1. To receive, consider, and adopt the audited Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2020, together with Auditors Report and Board Report thereon.
2. To appoint a Director in place of Mr. Vimal Anand (DIN: 00951380), who retires by rotation in terms of Section-152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To declare dividend @ 4% (₹ 4/- per share of ₹ 100/- each) on 4% Non-Cumulative Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2020.

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** in pursuance of Sections 196, 197, 198, 203 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule V of the Companies Act, 2013 and Article of Articles of Association of the Company and other applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or reenactment thereof, for the time being in force) and all other applicable provisions, rules if any, of the Companies Act, 2013, and any other laws, regulations prevailing for the time being in force, the consent of members of the Company be and are hereby accorded to the appointment of Mr. Vimal Anand (DIN 00951380) as whole Time Director of the Company for a period of five years with effect from August 01, 2020 to July 31, 2025, at a remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors (hereinafter referred the "Board" and shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board and Mr. Vimal Anand.

**RESOLVED FURTHER THAT** in accordance with provisions of Section 197 read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013 and any other laws, regulations prevailing for the time being in force and other statutory approvals, as may be required, the Company do hereby approves the remuneration of Mr. Vimal Anand as Whole Time Director of the Company, as recommended by the Nomination & Remuneration Committee and noted hereunder:

- A. Salary: Basic salary of ₹ 43,750/- P.M
- B. House Rent Allowance: ₹ 21,875/- P.M
- C. Other Allowances: ₹ 21,875/- P.M
- D. Other Benefits: Mr. Vimal Anand shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.
- E. Minimum Remuneration: In the event of loss or inadequacy of profit during Mr. Vimal Anand tenure as Whole Time Director, the remuneration as set out above, will be paid or granted to him as minimum remuneration, provided the total remuneration by way of salary and other allowances shall not exceed the applicable ceiling limit of Schedule V of the Act, as may amended time to time, or other such higher amount approved by Central Govt.
- F. Sitting Fee: No sitting fee shall be paid to the Managing Director for attending the Meetings of the Board of Directors of the Company or Committees thereon.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the above terms and conditions so as not to exceed the limits specified in Schedule V to the Companies Act, 2013, in case the Company has inadequate profits or within the limits approved by the Central Government, if required, as the case may be.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be is hereby authorized to do all such acts, deeds, matters, things as may be necessary in this regard”.

#### 5. APPROVAL OF RELATED PARTY TRANSACTIONS WITH MRS. PREM ANAND

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

“**RESOLVED THAT** pursuant to provisions of Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the stock exchange where the shares of the company are listed and subject to the compliance of all other applicable laws and regulations, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the “Board” which term shall be deemed to include any committee which the Board may constitute for this purpose) for entering into related party transactions with Mrs. Prem Anand, Whole Time Director of the Company, for availing or rendering of any services for an amount not exceeding ₹ 50/- Crores (Rupees Fifty Crore Only) @ 9.25% p.a at any point of time on such terms and conditions set out in the draft agreement as placed before the meeting and initialed by the Managing Director for the purpose of identification and in such form and manner as it may deem fit.

**RESOLVED FURTHER THAT** Mr. Amit Anand, Director and/or Mr. Vimal Anand, be and is hereby severally authorized to execute the agreement with Mrs. Prem Anand and to perform all such act and things and to sign all documents and writing as may be necessary, expedient and incidental thereof including all the negotiations and settlement, to give effect of this resolution and for matter connected therewith or incidental thereof in the best interest of the Company”.

**By the order of the Board of Directors  
For APIS India Limited**

**Prem Anand  
(Director & Chairperson)  
DIN: 00951873**

**Date: August 20, 2020**

**Place: New Delhi**

**Notes:**

1. The relevant explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of item no.4 to 5 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. General instructions for accessing and participating in the 38<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
  - a) In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 38<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 38<sup>th</sup> AGM shall be the Registered Office of the Company i.e.18/32, East Patel Nagar, New Delhi-110008.
  - b) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 38<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 38<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 38<sup>th</sup> AGM.
  - c) In line with the MCA Circulars and SEBI Circular, the Notice of the 38<sup>th</sup> AGM will be available on the website of the Company [www.apisindia.com](http://www.apisindia.com) on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice is also available on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
  - d) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
  - e) Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 38<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 38<sup>th</sup> AGM.
  - f) Members may join the 38<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 09.30 A.M IST i.e. 30 minutes before the time scheduled to start the 38<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 38<sup>th</sup> AGM.
  - g) Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 38<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.
  - h) Attendance of the Members participating in the 38<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 38<sup>th</sup> AGM and facility for those Members participating in the 38<sup>th</sup> AGM to cast vote through e-Voting system during the 38<sup>th</sup> AGM.
4. Corporate members intending to send their Authorised Representatives to attend and vote in the meeting to be held through video conferencing are requested to share with the Company for Authorization a certified true copy of the board resolution through electronic mode, power of attorney or such other valid

authorization, authorizing him/her to attend and vote in the meeting to be held through video conferencing and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport or any other valid proof).

5. To Support the Green Initiative, Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.
6. Members may also note that the Notice of the 38<sup>th</sup> Annual General Meeting and the Annual Report for F.Y. 2019-20 will also be available on the Company's website [www.apisindia.com](http://www.apisindia.com) for their download. For any communication, the shareholders may also send requests to the Company's investor email id: [mail@apisindia.com](mailto:mail@apisindia.com).
7. Members are informed that in case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote in the Meeting to be held through video conferencing.
8. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8<sup>th</sup> February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
9. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. from Thursday, September 24, 2020 to Wednesday September 30, 2020 (both days inclusive).
10. Brief resume of the Director proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships/Chairmanships of the Board Committees, shareholding and relationships between Directors *inter-se* as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, is annexed hereto and forms part of this Notice.
11. The Company has a dedicated E-mail address [mail@apisindia.com](mailto:mail@apisindia.com) for members to mail their queries or lodge complaints, if any. We will reply to your queries at the earliest. The Company's website [www.apisindia.com](http://www.apisindia.com) has a dedicated section on Investors.
12. In terms of notification issued by the Securities Exchange Board of India (SEBI), equity shares of the Company are under compulsory demat trading by all investors. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience in trading in shares of the Company.
13. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank account details, National Electronic Clearing Services (NECS), nominations, power of attorney, change of name, change of address, PIN code etc., only to their Depository Participants (DPs) and not to the Registrar and Share Transfer Agent (RTA) or the Company.
14. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/ update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
15. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form w.e.f. April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

16. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Ltd.
17. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
18. Electronic copy of Annual Report for the financial year 2019-20 along with Notice of the 38<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company or the Depository Participant(s) for communication purpose unless the member has requested for a hard copy of the same..
19. Skyline Financial Services Pvt. Ltd. is the Register and Share Transfer (RTA's) of the Company. All investor relation communication may be sent to RTA's at the following address:

**Skyline Financial Services Pvt. Ltd**

D- 153A, 1st Floor, Okhla Industrial Area,

Phase – I, New Delhi – 110 020

Ph.:011-2681 2683, Fax: 011-2629 2681

Email: [contact@skylinerta.com](mailto:contact@skylinerta.com)

Website: [www.skylinerta.com](http://www.skylinerta.com)

20. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 38<sup>th</sup> Annual General Meeting and holding shares as of the cut of date i.e. Wednesday, September 23, 2020 may follow the same procedure as mentioned in the instructions below. However if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote. If you have forgotten your login password then go to website [www.evotingindia.com](http://www.evotingindia.com) then click on shareholders, enter the User ID and the image verification code and click Forgot Password and enter the details as prompted by the system.
21. **VOTING OPTIONS**

**Voting through electronic means**

In compliance with provisions of Section 108 and other applicable provisions of the Companies Act, 2013 and rules made there under and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 38<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by **Central Depository Services (India) Limited ("CDSL")**.

The facility of voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. However, in case the members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by Ballot Paper at meeting will be treated as invalid.

**(i) The instructions for shareholders for remote e-voting are as under:**

- I. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- II. Click on “Shareholders” module.
- III. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- VI. If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- VII. After entering these details appropriately, click on “SUBMIT” tab.
- VIII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- IX. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN for the relevant Apis India Limited on which you choose to vote.
- XI. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIII. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- XVI. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- XVIII. Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [mail@apisindia.com](mailto:mail@apisindia.com) or [vdnext1711@gmail.com](mailto:vdnext1711@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- B) In case you have any queries or issues regarding attending AGM and e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.
- C) If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- D) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- E) The e-voting period commences on September 27, 2020 (09.00 am) and ends on September 29, 2020 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2020.

- G) Mr. Anand Kumar Singh, Practicing Company Secretary (M. No- 24881 and Certificate of Practice number 9404) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- H) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- I) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person, who is not a member as on the cut-off date, should treat this notice for information purpose only.
- J) The Scrutinizer shall within a period not exceeding three days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- K) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.apisindia.com](http://www.apisindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited. The results shall be displayed at the Registered Office at 18/32, East Patel Nagar, New Delhi-110008.
- (ii) Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice:**
- a) For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA at the email id [mail@apisindia.com](mailto:mail@apisindia.com) or [vikas.cs@apisindia.co](mailto:vikas.cs@apisindia.co).
- b) For Demat shareholders- Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA at the email id [mail@apisindia.com](mailto:mail@apisindia.com) or [vikas.cs@apisindia.co](mailto:vikas.cs@apisindia.co).
- (iii) Instructions for shareholders attending the AGM through VC/OAVM are as under:**
- a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 38th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [mail@apisindia.com](mailto:mail@apisindia.com) at least 48 hours in advance before the start of the meeting

i.e. by September 28, 2020 by 10:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

- f) Members, who would like to ask questions during the 38th AGM with regard to the financial statements or any other matter to be placed at the 38th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address mail@apisindia.com at least 48 hours in advance before the start of the 38th AGM i.e. by September 28, 2020 by 10:00 a.m. IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 38th AGM, depending upon the availability of time.
- g) Institutional Investors who are Members of the Company are encouraged to attend and vote in the 38th AGM through VC/OAVM Facility.
- h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**(iv) Instructions for Shareholders for E-Voting during the AGM are as under:-**

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- c) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- d) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 38th AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 38th AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address mail@apisindia.com.
- b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

23. The Notice of the 38th AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for the year 2019-20, will be available on the website of the Company at www.apisindia.com. The Notice of 38th AGM will also be available on the website of CDSL at www.evotingindia.com.

24. In terms of Section-149 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to independent directors. Therefore Mr. Vimal Anand, Director, retire by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

25. M/s S R D P & Co (Formerly Known as M/s Sudhir Agarwal & Associates), Chartered Accountants have given their Consent to act as Statutory Auditor of the Company in term of Section 139(1) of the Companies Act, 2013 and Rules made thereunder.
26. Electronic copy of all the documents referred to in the accompanying Notice of the 38th AGM and the Explanatory Statement shall be available for inspection in the Investor Corner Section on of the website of the Company at [www.apisindia.com](http://www.apisindia.com).
27. At the thirty-fourth AGM held on 28th September, 2014 the members approved appointment of M/s S R D P & Co., Chartered Accountants (Firm Registration No. 509930C) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the forty-ninth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7th May 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the fortieth AGM.

By the order of the Board of Directors  
**For APIS India Limited**

**Place: New Delhi**  
**Date: August 20, 2020**

**Prem Anand**  
**(Director & Chairperson)**  
**DIN: 00951873**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No.4: Approval of Appointment of Mr. Vimal Anand (DIN: 00951380) as Whole Time Director and Payment of Remuneration.**

The members are informed that Mr. Vimal Anand, Director of the company served to the company since 27th October, 2006 and during this period the company has touches highest turnover along with exporting more than 40 countries including USA, UAE, Qatar etc.

Members are further informed that during this tough time due to COVID-19 when globally lot of companies has retrenched its employees due to slowdown in economy and continuously reduction of its profits. Mr. Vimal Anand has performed very well since his appointment and continuously increase the profitability of the company, therefore the management has decided to promote him as Director to Whole Time Director.

The name of Mr. Vimal Anand has been recommended by the Nomination and Remuneration Committee in their meeting held on July 31, 2020 for his appointment as a whole time director of the company, the members are requested to consider the name of Mr. Vimal Anand for his appoint as Whole Time Director of the Company for a period of 5 years w.e.f August 01, to July 31, 2025.

Mr. Vimal Anand has a very long association with the Company, designated as Director and brings in multi business, multi-geography and multi-cultural exposure in various roles across the Company. A Commerce Graduate from Kirori Mal College by qualification, with around 26 years of vast experience, Mr. Vimal Anand has extensive profit and cost center experience in more than one Business.

He scripted the growth of the Company in FMCG Business towards a more competitive and sustainable model, guiding Greenfield expansions in overseas. He has brought in strong execution rigor to his work, and has considerably strengthened both innovation and new products development.

The remuneration and other terms and conditions of Mr. Vimal Anand for appointment as Whole Time Director as set out in the resolution is subject to your approval. Mr. Vimal Anand is a member of the Company's Corporate Social Responsibility Committee. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice.

Mr. Vimal Anand is a relative of Mrs. Prem Anand, Whole Time Director and Mr. Amit Anand, Managing Director in the Company.

**Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company except Mr. Vimal Anand, Director, Mr. Amit Anand, Managing Director & Mrs. Prem Anand, Whole Time Director, are concerned or interested in the resolution set out at Item No. 04.

The Board recommends the Special Resolution set forth in Item No. 04 of the Notice for approval of the shareholders.

**Item No. 05: Approval of Related Party Transactions with Mrs. Prem Anand, Whole Time Director of the Company**

Under Section 188 of the Companies Act, 2013, the Company would be required to take prior approval of shareholders by way of ordinary resolution for entering into the related party transactions.

The Company proposes to enter into related party transactions with Mrs. Prem Anand, Whole Time Director of the Company, for availing or rendering of services, by way of borrow unsecured loan.

It is proposes to availing or rendering of services, by way of borrow unsecured loan from Mrs. Prem Anand, Whole Time Director of the Company to meet working capital requirement of the Company.

**Particular of proposed transactions for the purpose of approval of shareholders under Section 188 of the Companies Act, 2013**

Name of the related party	Mrs. Prem Anand
Nature of relationship	Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director are the sons of Mrs. Prem Anand
Nature of Contact	Availing or rendering of Services by way of unsecured loan
Material Item of Contract	Availing or rendering of services by way of unsecured loan Agreement entered by the Company with Mrs. Prem Anand from time to time for the amount not exceeding ₹ 50/- Crore (Rupees Fifty Crore Only). The proposed contracts are in the ordinary course of business & at arm's length basis.
Name of the Director and KMP who are related	Mr. Vimal Anand, Mr. Amit Anand and Mr. Prem Anand
Any information relevant or important for the members to make decision on the proposed resolution	None

Members are hereby informed that pursuant to second proviso of Section 188(1) of the Companies Act, 2013, no member who is a related party to the said transaction shall vote for such ordinary resolution.

**Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company except Mr. Vimal Anand, Director, Mr. Amit Anand, Managing Director and Mrs. Prem Anand, Whole Time Director are concerned or interested in the resolution set out at Item No. 05.

The Board recommends the availing or rendering of services with Mrs. Prem Anand and approval of the shareholders is sought for the same by way of ordinary resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 05 of the Notice for approval of the shareholders.

**By the order of the Board of Directors  
For APIS India Limited**

**Place: New Delhi  
Date: August 20, 2020**

**Prem Anand  
(Director & Chairperson)  
DIN: 00991873**

**ANNEXURE TO ITEM 02 & 04 OF THE NOTICE**

Relevant details, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 of General Meetings in respect of Director proposed for appointment/re-appointment at Thirty Seventh (38th) Annual General Meeting are as follows:

<b>Name of the Director</b>	<b>Mr. Vimal Anand</b>
DIN	00951380
Date of Birth	10.08.1971
Profile	As per the columns given below
Nationality	Indian
Date of first appointment on the Board	27.10.2006
Qualifications	Graduate
Expertise in Specific Functional Area	Mr. Vimal Anand is a Commerce Graduate from Kirori Mal College; he has more than 26 years of experience in food processing business. He has vast experience in managing the Company's affairs and contributed significantly in the growth of the Company.
Number of shares held in the Company (as at March 31, 2020)	9,62,553
Terms & Conditions of re-appointment	Executive Director liable to retire by rotation
Remuneration last drawn during F.Y 2019-20	Nil
List of Directorships held in other companies as on March 31, 2020	-Modern Herbal Private Limited -APIS Natural Products Private Limited -APIS Pure Foodstuff Trading LLC-Dubai
No. of Board Meeting attended during the financial year 2019-20	05
Chairman/Member of the Committees of the Board of companies in which he/she is a Director	Corporate Social Responsibility Committee (Member)
Relationship between Directors and KMP of the Company	Mr. Vimal Anand is relative of Mrs. Prem Anand, Whole Time Director and Mr. Amit Anand, Managing Director of the Company. Mr. Amit Anand & Mr. Vimal Anand are brother and Mrs. Prem Anand is mother of Mr. Amit Anand and Mr. Vimal Anand.