



APIS INDIA LIMITED

Regd. Off: 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; CIN: L51900DL1983PLC164048

NOTICE

Notice is hereby given that the Forty Third (43rd) Annual General Meeting (AGM) of the members of **APIS INDIA LIMITED** will be held on Tuesday, 30th Day of September, 2025 at 01:30 P.M, Indian Standard Time (“IST”), at the Registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008, to transact the following business.

ORDINARY BUSINESS:

Item No. 01: To receive, consider and adopt the audited Standalone financial statements of the Company for the financial year ended March 31, 2025, the report of the Auditors’ thereon and the report of the Board of Directors’.

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

“**RESOLVED THAT** the audited Standalone financial statements of the Company for the financial year ended March 31, 2025, the report of the auditors’ thereon and the report of the Board of Directors for the financial year ended March 31, 2025, placed before the 43rd Annual General Meeting be and are hereby received, considered and adopted.”

Item No.02: To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Auditors’ report thereon.

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

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 and the report of the auditor’s thereon as placed before the 43rd Annual General Meeting be and are hereby received, considered and adopted.”

Item No.03: To appoint a director in place of Mr. Amit Anand (DIN: 00951321), who retires by rotation and being eligible offers himself for re-appointment.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time (“Act”), Mr. Amit Anand (DIN: 00951321) who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No.04: To consider and approve the appointment of M/s. Anand Nimesh & Associates, Company Secretaries, as Secretarial Auditor of the Company.

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

“**RESOLVED THAT** pursuant to the provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and upon the recommendation of the Board of Directors of the Company, M/s. Anand Nimesh & Associates, Company Secretaries (Firm Registration No. P2013DE030400) and Peer Review Certificate No.: 2330/2022, be and is hereby appointed as the Secretarial Auditor of the Company, for a term of 05 (five) consecutive years, commencing from April 01, 2025, and to hold office from the conclusion of this 43rd Annual General meeting until the conclusion of 48th Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution”.

Item No. 05: To consider and approve the Extension of Remuneration Period of Mr. Amit Anand, Managing Director of the Company

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

“**RESOLVED THAT** in partial modification of Resolution No. 06 passed by the Members at the Forty First (41st) Annual General Meeting (“AGM”) held on 30th September, 2023 and pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to extend the remuneration period of Mr. Amit

Anand (DIN: 00951321), Managing Director of the Company, for the period from 1st April, 2026 up to 29th February, 2028, **on the same remuneration and terms as already approved by the Members at the 41st AGM**, as set out below:

- A. Salary:** Basic salary of Rs. 4,20,000/- Per Month
- B. House Rent Allowance:** Rs. 2,10,000/- Per Month
- C. Other Allowances:** Rs. 70,000/- Per Month
- D. Other Benefits:** Mr. Amit 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. Amit Anand tenure as Managing 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 be amended time to time.
- 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 in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Mr. Amit Anand remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of Companies Act 2013, as may be decided by the Board of Directors or such other approval as may be required.

RESOLVED FURTHER THAT except for the extension of the remuneration period as stated above, there is no change in the remuneration structure or other terms and conditions of appointment as approved earlier by the members, and the same shall continue to remain in force.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee) be and is hereby authorized to do all such acts, deeds, matters and things, and to take all necessary steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

Item No. 06: Alteration of Object Clause of the Memorandum of Association (MOA) of the Company and alignment of the MOA with the provisions of the Companies Act, 2013 (“the Act”) and Table-A of Schedule I thereto.

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

“RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded for adoption of a new set of Memorandum of Association (“MOA”) of the Company in substitution of the existing MOA, so

as to align the same with the provisions of the Act and Table A of Schedule I thereto, and to alter Clause III(A) – the Main Objects of the Company – by inserting a new sub-clause (3) after the existing sub-clause (2), as follows:-

3. To carry on in India or elsewhere the business of manufacturing, processing, producing, refining, preserving, packaging, bottling, marketing, trading, wholesaling, retailing, importing, exporting, and distributing all kinds of food products including but not limited to honey, dates, saffron, pickles, jams, jellies, sauces, chutneys, fruit pulps, spices, condiments, and other agro-based, organic, or processed food items; and to establish, acquire, operate, manage, or collaborate in setting up food processing units, manufacturing plants, cold storage facilities, warehouses, logistics centers, packaging units, wholesale outlets, retail stores, showrooms, franchises, and online or e-commerce platforms for the sale and distribution of such products; and to undertake all activities incidental or conducive to the attainment of the aforesaid objects including branding, advertising, franchising, licensing, distribution, consultancy, market research, quality testing, standardization, obtaining statutory and regulatory approvals, and entering into technical or commercial collaborations, joint ventures, or agreements with individuals, firms, companies, or government authorities in India or abroad.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

Item No.07: Adoption of new set of the Articles of Association of the Company as per the provisions of the Companies Act, 2013

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company in place of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to

settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

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

**Place: New Delhi
Date: August 14, 2025**

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

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, as amended, Secretarial Standard on General Meetings and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”), an explanatory statement setting out the material facts concerning the special businesses as set out in Notice forms part of this notice. The said Statement also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Listing Regulations.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy (Proxy Form), in order to be effective, must be lodged/deposited, duly completed and signed, at the Registered Office of the Company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Pursuant to the provisions of Section 150 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the **Form No. MGT.11** annexed herewith.

The proxy holder shall prove his/ her identity at the time of attending the Meeting. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy stands automatically revoked.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.

Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the meeting.

3. Corporate Members/Institutional Members (i.e. other than Individual, HUF, NRI etc.) intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to submit a certified true copy of the board resolution/Power of attorney together with their respective specimen signatures authorizing

their representative(s) to attend and vote on their behalf at the AGM or through email at vikas.cs@apisindia.com.

4. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
5. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th 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.
6. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. from **Tuesday, September 23, 2025 to Tuesday, September 30, 2025 (both days inclusive)**.
7. (a) This Notice is being sent to all the members whose name appears as on **Friday, August 22, 2025** in the register of members or beneficial owner as received from M/s Skyline Financial Services Pvt. Ltd, the Registrar and Transfer Agent of the Company.

(b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on closing time of **Tuesday, September 23, 2025**, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date. A person who is not a member as on the cut-off date shall treat this notice for information purpose only. All the members as on the cut-off date as well as date of AGM shall have right to attend the AGM.
8. 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.
9. To prevent fraudulent transactions, the shareholders are advised to exercise due diligence and notify the Company of any change in address or demise of any shareholder as soon as possible. Shareholders are also advised to not leave their Demat account(s) dormant for a long

time. Periodic statement of holdings should be obtained from the concerned Depository Participant, and holdings should be verified from time to time.

- 10. Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of shares in physical form:** SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024 upon completion/submission of the requisite documents/details in entirety. Copies of relevant forms are available on the website of the Company at www.apisindia.com or of the Company's RTA at <https://www.skylinerta.com>.

In case of any query/ assistance, members are requested to contact the Company's RTA, Skyline Financial Services Private Limited, at D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, (Ph.: 011-40450193-97 & 011-26812682-83, Email: compliances@skylinerta.com)

- 11. Members who have still not registered/updated their email IDs, are requested to do so at the earliest, in the following manner:**
- a) Members holding shares in physical mode are requested to register/ update their email IDs by submitting duly filled and signed Form ISR-1 with the Company or Company's RTA.
 - b) Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the Depository through their Depository Participant(s).
- 12. Members holding shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Skyline Financial Services Private Limited (RTA), the details of such folio together with the share certificates for consolidating their shareholding in one folio.**
- 13. Members are requested to send their queries concerning the financial statements and operations of the Company at least 10 days before the date of AGM to the Company Secretary at its Registered Office/Head office or by sending an email to vikas.cs@apisindia.com so that information can be made available at the meeting.**
- 14. Dematerialisation of physical shares:** SEBI, vide its circular dated January 25, 2022 had clarified that listed companies, with immediate effect, shall issue the securities in dematerialised form only while processing investor service request pertaining to issuance of duplicate share certificate, exchange of securities, endorsement, subdivision/consolidation of

share certificates etc. In view of this as also to eliminate all risk associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or Registrar & Share Transfer Agent, Skyline Financial Services Pvt. Ltd for assistance in this regard. Members holding shares in physical form are requested to notify immediately any change in their address/mandate bank details to the Company or to the office of the Registrar & Share Transfer Agent, Skyline Financial Services Pvt. Ltd quoting their folio number.

15. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website at <https://investors.apisindia.com/>. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/>.

16. Members are requested to notify immediately any change of address.

- (i) To their Depository Participants (DPs) in respect of their electronic share accounts, and
- (ii) To the Company's Registrar & Share Transfer Agents, Skyline Financial Services Pvt. Ltd at its office at D- 153A, 1stFloor, Okhla Industrial Area, Phase – I, New Delhi – 110 020 in respect of their physical share folios, if any, quoting their folio numbers.

17. 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.

18. As per Listing Regulations, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the shareholders/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a

certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.

- 19.** The shares of the Company are under compulsory Demat trading. Also, as per Listing Regulations, securities of listed companies can only be transferred in dematerialized form w.e.f. April 1, 2019. Therefore, Members holding shares in physical form are advised to convert their shares into dematerialized form in their own interest and convenience purpose.
- 20.** 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.
- 21.** 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 **Form SH-13** (enclosed with this Notice) to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
- 22.** Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with the Company or with the Depository. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, M/s. Skyline Financial Services Pvt. Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
- 23.** An electronic copy of this notice and the annual report for the year 2024-25 are being sent to members whose email addresses are registered with the Company/ depository participants. A letter providing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to the members who have not registered their email addresses with the Company/depository participants. However, the members of the Company are entitled to receive notice and the annual report for the year 2024-25 in physical form upon request.
- 24.** 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; Website: www.skylinerta.com

25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 43rd Annual General Meeting and holding shares as of the cut of date i.e. **Tuesday, September 23, 2025** 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 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.
26. Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with the Annual Report 2024-25, duly completed and signed, for admission to the meeting hall. The route map showing directions to reach the venue of Forty Third (43rd) Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards - 02 on “General Meeting”.

However, in case of non-receipt of attendance slip, members may download the same from Company’s website www.apisindia.com or write to the Company at its Registered Office for issuing the duplicate attendance slip.

27. VOTING OPTIONS

A. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **Saturday, September 27, 2025 (09:00 A.M.) and ends on Monday, September 29, 2025 (05:00 P.M)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, September 23, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above-said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li data-bbox="496 1035 1511 1224">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit https://web.cdslindia.com/myeasi/home/login and click on Login icon & Myeasi New (Token) Tab. <li data-bbox="496 1255 1511 1560">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. <li data-bbox="496 1591 1511 1707">3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://web.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. <li data-bbox="496 1738 1511 1919">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option

	<p>where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Participants (DP)	
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at.: 022-4886 7000 and 022-2499 7000

- (v) Login method for Remote e-Voting for **physical shareholders and shareholder other than individual shareholders holding in Demat form.**
- I. The shareholders should log on to the e-voting website 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 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:

For Physical Shareholders and other than individual shareholders holding shares in Demat		
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number send by Company/RTA or contact Company/RTA.
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"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details.

- 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. There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- XVIII. 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.
- XIX. **Additional Facility for Non – Individual Shareholders and Custodians-For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - 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 or 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.

(A) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE 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 or vikas.cs@apisindia.com.
 - b) For Demat shareholders- Please update your email id & mobile no with your respective Depository Participant (DP)
 - c) For Individual Demat Shareholders-Please update your email id & mobile no with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.
- B)** In case you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact our toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call our toll free no. 1800 21 09911.

- 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 **Saturday, September 27, 2025 (09.00 am) and ends on Monday, September 29, 2025 (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. **Tuesday, September 23, 2025** 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. **Tuesday, September 23, 2025**.
- G)** Mr. Anand Kumar Singh, Practicing Company Secretary (FCS- 10812 and Certificate of Practice number 9404) has been appointed by the Board of Directors of the Company to act as the Scrutinizer to scrutinize the remote e-voting process as well as voting at AGM, in a fair and transparent manner.
- H)** The Chairperson 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, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at-least two persons not in the employment of the Company and shall make, not later than 2 working days from the conclusion of the meeting a consolidated Scrutinizer's report of the total cast in favour or against, if any, and submit the same to the Chairperson or a person authorized by him/her in writing who shall countersign the same and declare the results of voting forthwith .
- 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 and on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairperson or a person authorized by him/her 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.
- L)** Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e. Tuesday, September 30, 2025.
- M)** 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 43rd AGM and the Annual Report for the year 2024-25 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.
27. Member(s) may also note that in line with the MCA Circulars and SEBI Circular, the Notice of the 43rd AGM and the Annual Report for Financial Year 2024-25 will be available on the website of the Company at www.apisindia.com. The AGM Notice can also be accessed from the websites of Stock Exchange i.e BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-Voting facility) i.e. <https://www.evotingindia.com/>
 28. In terms of Section-149 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to independent directors. Therefore Mr. Amit Anand, Director, retire by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.
 29. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
 30. Since the Company is required to provide members the facility to exercise their right to vote by electronic means, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date **Tuesday, September 23, 2025**, and not casting their vote electronically may only cast their vote at the Annual General Meeting through ballot paper.
 31. All relevant documents, if any, referred to in the accompanying Notice as well as Annual Reports and Annual Accounts of the Subsidiary Companies whose Annual Accounts have been consolidated with the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10:00 A.M. to 1:00 P.M. upto the date of AGM as well as at the venue of AGM.
 32. M/s G A M S & Associates, LLP, 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.

- 33.** The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent.

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

**Place: New Delhi
Date: August 14, 2025**

**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: To consider and approve the appointment of M/s. Anand Nimesh & Associates, Company Secretaries, as Secretarial Auditor of the Company

As per the recent amendment to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), effective from April 1, 2025, the appointment of Secretarial Auditor(s) shall be approved by the Shareholders at Annual General Meeting of the Company.

The tenure of the Secretarial Auditor in case of an individual Company Secretary in Practice should be for a maximum of one (1) term of five (5) consecutive years; or, in case of a Firm of Company Secretaries in Practice, for a maximum of two (2) terms of five (5) consecutive years. However, any prior association of the individual or the firm as the Secretarial Auditor of the Company before March 31, 2025, shall not be considered for the purpose of calculating the term of five years or ten years, as the case may be.

The Board of Directors of the Company (‘the Board’) at the meeting held on 30th May, 2025, on the recommendation of the Audit Committee, approved, subject to the approval of the members, the appointment of Anand Nimesh & Associates., Company Secretaries (Firm Registration No. P2013DE030400) as the Secretarial Auditors of the Company to conduct secretarial audit for a period of five financial years commencing from the financial year 2025-26.

M/s. Anand Nimesh & Associates, Company Secretaries, has been serving as the Secretarial Auditor of the Company since financial year 2018-19.

M/s. Anand Nimesh & Associates is a peer reviewed firm of Company Secretaries in Practice bearing Unique Identification No. P2013DE030400 and holds a valid peer reviewed certificate bearing Certificate No.2330/2022 issued by the Institute of Company Secretaries of India. The firm has experience of more than 12 years in Secretarial Audit Services and provide audit services to the clients in Technology, Healthcare, Manufacturing, Financial Services, Shared Services space.

The Firm consists of two full time partners and 10 members’ team. Each of the partners and senior team members having vast experience and exposure in their specialized areas in Corporate Laws such as Companies Act, FEMA Inbound and Outbound Investments, Foreign Trade Policy & Practices and SEBI Regulations with specific reference to SEBI LODR Disclosure, IPO, Takeover, Insider Trading, Buy Back of securities, SEBI Open Offer, ESOP and Due Diligence.

M/s. Anand Nimesh & Associates were considered to be best suited for appointment as the Secretarial Auditors of the Company, in view of their market standing, clientele served, audit competence, technical knowledge & proficiency, and profile & experience of the firm and its partners, besides their earlier audit experience in the Company.

M/s. Anand Nimesh & Associates meets all the eligibility and independence criteria, and there is no disqualification for their appointment as the Secretarial Auditor of the Company. M/s. Anand Nimesh & Associates has given consent to act as the Secretarial Auditor and has confirmed that if appointed, their appointment will be in accordance with Section 204 and other applicable provisions, if any, of the Act, read with Rules made thereunder and Regulation 24A of SEBI LODR.

The Board at its meeting held on May 30, 2025, based on the recommendation of the Audit Committee, has recommended the appointment of M/s. Anand Nimesh & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 01, 2025, at a remuneration of Rs. 1,80,000/- (Rupees One Lacs Eighty Thousand Only) (plus applicable taxes).

The consent letter and eligibility certificate of M/s. Anand Nimesh & Associates will be available for inspection of members at the registered Office of the Company between 10:00 a.m. to 1:00 p.m. on all working days up to and including the date of the Annual General Meeting

Interest of Directors and Key Managerial Personnel:

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Board Recommendation:

The Board Recommends the ordinary resolution set out at Item No. 04 for approval by the Members.

Item No. 05: To consider and approve the extension of Remuneration Period of Mr. Amit Anand, Managing Director of the Company

The Members of the Company, at the 40th Annual General Meeting (“AGM”) held on 30th September, 2022, approved the appointment of Mr. Amit Anand as Managing Director of the Company for a period of five years commencing from 1st March, 2023 to 29th February, 2028.

Subsequently, at the 41st AGM held on 30th September, 2023, the Members approved the revision in the remuneration of Mr. Amit Anand in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder.

As per the provisions of Schedule V of the Act, in cases where a company has no profits or its profits are inadequate and proposes to pay or continue to pay remuneration in excess of the limits prescribed under Section 197, such payment shall be approved by the shareholders by way of a special resolution, and such approval shall remain valid for a maximum period of three years from the date of such approval.

Accordingly, the approval granted at the 41st AGM for payment of remuneration to Mr. Amit Anand will remain valid up to **31st March, 2026**. Since his appointment term continues until **29th**

February, 2028, and there is **no change in the remuneration amount or structure** as earlier approved by the Members, it is now proposed to seek shareholder approval to extend the validity period of the existing remuneration for the remaining period of his tenure, i.e., from **1st April, 2026 up to 29th February, 2028**, on the same terms and conditions.

The remuneration and other terms applicable to Mr. Amit Anand are set out in the resolution for Member's approval. Other disclosures as required under Secretarial Standard-2 on General Meetings and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of this Notice.

Interest of Directors and Key Managerial Personnel:

Except **Mr. Amit Anand**, Managing Director, **Mr. Vimal Anand**, Director, **Mrs. Prem Anand**, Whole-time Director, and **Mrs. Manisha Anand**, Chief Financial Officer, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in this resolution.

Board Recommendation:

The Board recommends the Special Resolution as set out in Item No. 05 of this Notice for the approval of Members.

Item No. 06 & 07: Alteration of Object Clause of the Memorandum of Association (MOA) of the Company and alignment of the MOA with the provisions of the Companies Act, 2013 ("the Act") and Table-A of Schedule I thereto & Adoption of new set of the Articles of Association of the Company as per the provisions of the Companies Act, 2013

The existing Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company were framed under the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, certain provisions of the Companies Act, 1956 are no longer in force. Accordingly, it has become necessary to realign and amend various clauses of the existing MOA and AOA to bring them in conformity with the requirements of the Companies Act, 2013. Hence, it is considered expedient to wholly replace the existing MOA and AOA with a new set of MOA and AOA in line with the Companies Act, 2013 in continuance of our efforts to comply with the provisions of applicable laws in true letter and spirit.

In addition to the above, it is also proposed to **alter Clause III(A) of the MOA relating to the Main Objects of the Company by insertion of an additional sub-clause to enable the Company to undertake activities in the field of food products, processing, packaging, marketing and allied areas, as set out in the resolution.**

A copy of the proposed MOA and AOA will be available for inspection by the members at the registered office of the Company. The members may follow the process for inspection as mentioned in the Notes annexed to this Notice.

The adoption of the new set of MOA and AOA, together with the insertion of the new main object clause, requires the approval of the shareholders by means of a **Special Resolution** in terms of the provisions of the Companies Act, 2013. Accordingly, the approval of the members is being sought through this Notice.

The Board of Directors, at its meeting held on August 14, 2025, has approved the proposal for adoption of the new MOA and AOA and for insertion of the additional main object clause in the MOA.

Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolutions, except to the extent of their shareholding in the Company, if any.

Board Recommendation:

The Board of Directors recommends passing of the Special Resolution(s) set forth in Item No. 06 & 07 of the Notice of Annual General Meeting by the members of the Company.

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

**Place: New Delhi
Date: August 14, 2025**

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

ANNEXURE-A TO ITEM 05 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 Forty Third (43rd) Annual General Meeting are as follows:

Name of the Director	Mr. Amit Anand
DIN	00951321
Date of Birth	14.06.1973
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	He has more than 29 years of experience in food processing business & 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, 2025)	9,79,433
Terms & Conditions of re-appointment	Executive Director liable to retire by rotation
Remuneration last drawn during F.Y 2024-25	Rs. 84 Lakhs
List of Directorships held in other companies as on March 31, 2025	Apis Enterprises Private Limited Nature's Family Tree Foods Private Limited
No. of Board Meeting attended during the financial year 2024-25	09
Chairman /Member of the Committees of the Board of companies in which he/she is a Director	Corporate Social Responsibility Committee
Relationship between Directors and KMP of the Company	Mr. Amit Anand, Managing Director is a relative of Mrs. Prem Anand, Chairperson and Director, Mr. Vimal Anand, Director and Mrs. Manisha Anand, CFO of the Company.



APIS INDIA LIMITED

Regd. Off: 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; CIN: L51900DL1983PLC164048

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN:	L51900DL1983PLC164048
Name of the Company	APIS India Limited
Registered Office:	18/32, East Patel Nagar, New Delhi-110008

Names of the Members(s):	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty Third (43rd) Annual General Meeting of the Company, to be held on Tuesday, September 30, 2025 at 01.30 P.M, Indian Standard Time ("IST"), at the Registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Vote (optional, see the note)		
		For	Against	Abstain
Ordinary Business				
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, the report of the Auditors' thereon and the report of the Board of Directors'.			
2.	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Auditors' report thereon.			
3.	To appoint a Director in place of Mr. Amit Anand (DIN: 00951321), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.			
Special Business				
4.	Appointment of M/s. Anand Nimesh & Associates as Secretarial Auditor of the Company for a period of 5 years.			
5.	To Consider and approve the extension of time period for payment of Remuneration to Mr. Amit Anand, Managing Director of the Company.			
6.	Alteration of Object Clause of the Memorandum of Association (MOA) of the Company and alignment of the MOA with the provisions of the Companies Act, 2013 ("the Act") and Table-A of Schedule I thereto.			
7.	Adoption of new set of the Articles of Association of the Company as per the provisions of the Companies Act, 2013.			

Signed this _____ day of _____ 2025.

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Affix
Revenue
Stamp of
Rs. 1/-

Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**



APIS INDIA LIMITED

Regd. Off: 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; CIN: L51900DL1983PLC164048

ATTENDANCE SLIP

43 rd Annual General Meeting- September 30, 2025	
Registered Folio/DP ID:	
Name and Address of First /Sole Shareholder:	
Joint Holders	
No. of Shares:	

I/we hereby record my/our presence at the Forty Third (43) Annual General Meeting (AGM) of APIS India Limited to be held on Tuesday, September 30, 2025, at 01.30 P.M. Indian Standard Time ("IST"), at the Registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008.

Signature of Shareholder(S):

1. _____
2. _____

Signature of Member/Proxy holder(s) _____

INSTRUCTIONS:

- (a) Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them, when they come to the meeting and hand it over at the ATTENDANCE VERIFICATION COUNTER, at the entrance of the Meeting Hall.
- (b) **NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.**
- (c) Electronic copy of the Annual Report for the financial year 2024-25 & Notice of the AGM along with the Attendance slip & Proxy form is being sent to all the members whose e-mail address is registered with the Company/DP unless any member has requested for the hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
- (d) Physical copy of the Annual Report for the financial year 2024-25 & the Notice of the AGM along with the Attendance slip & proxy form is being sent in the permitted mode(s) to all the members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
- (e) The Meeting is of members only and you are requested not to bring with any person, who is not a member or proxy.

Note: Please read the instructions given in the Notice of AGM before casting your vote through e-voting.



APIS INDIA LIMITED

Regd. Off: 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; CIN: L51900DL1983PLC164048

FORM NO. MGT-12

BALLOT PAPER/POLLING PAPER

Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID / Client ID* or Registered Folio No :	
No. of equity shares held :	

*Applicable in case of Share held in electronic form

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 43rd Annual General Meeting of Company scheduled to be held on Tuesday, September 30, 2025 at 01:30 P.M. Indian Standard Time ("IST"), at the Registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008 by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Ordinary Businesses				
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, the report of the Auditors' thereon and the report of the Board of Directors'.			
2.	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the Auditors' report thereon.			
3.	To appoint a Director in place of Mr. Amit Anand (DIN: 00951321), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.			

Special Business				
4.	Appointment of M/s Anand Nimesh & Associates as Secretarial Auditor of the Company for a period of 5 years.			
5.	To Consider and approve the extension of time period for payment of Remuneration to Mr. Amit Anand, Managing Director of the Company.			
6.	Alteration of Object Clause of the Memorandum of Association (MOA) of the Company and alignment of the MOA with the provisions of the Companies Act, 2013 ("the Act") and Table-A of Schedule I thereto.			
7.	Adoption of new set of the Articles of Association of the Company as per the provisions of the Companies Act, 2013.			

*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:

Date:

Signature of Member



APIS INDIA LIMITED

Regd. Off: 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; CIN: L51900DL1983PLC164048

Form No. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To
APIS India Limited
18/32, East Patel Nagar,
New Delhi-110008

I/We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature Of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR-

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:
- (i) Relationship with the minor nominee:

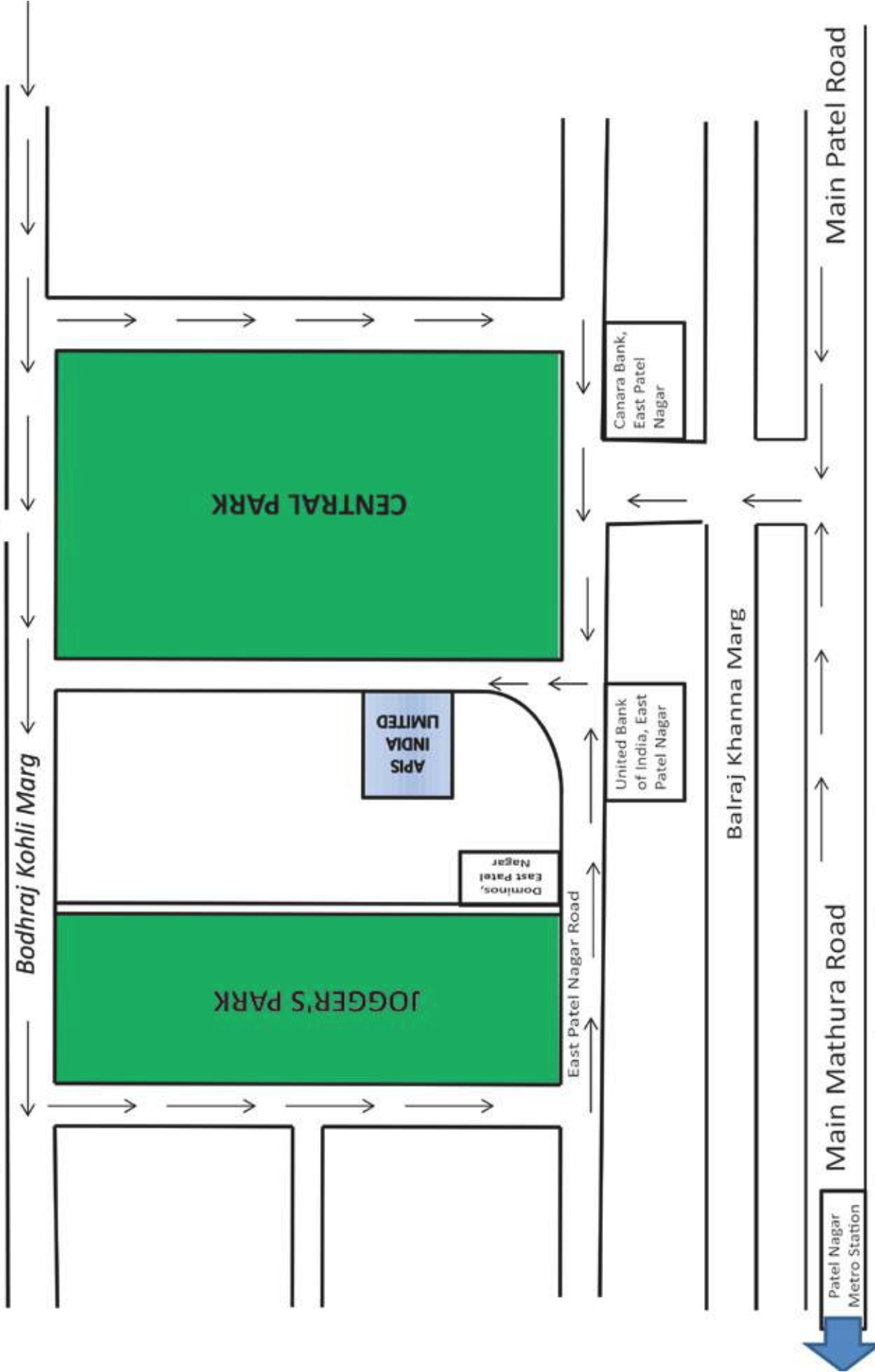
Name:

Address:

Name of the Security Holder(s) Signature

Witness with name and address

* Route map to the Venue of 43rd (Forty Third) Annual General Meeting of APIS India Limited



- Venue : 18/32, East Patel Nagar, Delhi-110008
- Landmark : Near Central Park, East Patel Nagar, Delhi