



# 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](mailto:mail@apisindia.com)  
Website: [www.apisindia.com](http://www.apisindia.com); CIN: L51900DL1983PLC164048

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## NOTICE

Notice is hereby given that the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (AGM) of the members of **APIS IINDIA LIMITED** will be held on Saturday, 29<sup>th</sup> Day of September, 2018 at 10:00 A.M. at the Registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008, to transact the following business:

### ORDINARYBUSINESS:

1. To receive, consider, and adopt the audited Financial Statements (Standalone & Consolidated) for the financial year ended 31<sup>st</sup>March, 2018, 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 Section152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To declare dividend @ 4% (Rs.4/- per share of Rs.100/- each) on 4% Non-Cumulative Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2018.
4. 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 Section 139, 140, 141 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the company be and is hereby accorded to ratify the appointment of M/s SRDP & Co (Formerly Known as Sudhir Agarwal & Associates), (Firm Registration No.509930N),Chartered Accountant, New Delhi as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 39<sup>th</sup> Annual General Meeting of the Company to be held in calendar year 2021, on such remuneration as may be mutually decided between the Statutory Auditors & Board of Directors of the Company from time to time.”

## **SPECIAL BUSINESS:**

### **5. APPROVAL OF APPOINTMENT OF MR. AMIT ANAND (DIN: 00951321) AS MANAGING DIRECTOR AND PAYMENT OF REMUNERATION**

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

**“RESOLVED THAT** pursuant to Sections 196, 197, 198, 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V Part I of the said Act and pursuant to Articles of Association of the Company and, (including any statutory modifications or re-enactment thereof for the time being in force), and any other laws, regulations prevailing for the time being in force, the consent of the members of the Company be and is hereby accorded to approve the appointment of Mr. Amit Anand (DIN 00951321) as Managing Director of the Company for a period of five years with effect from 01<sup>st</sup> March, 2018 to 28<sup>th</sup> February, 2023, 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. Amit 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. Amit Anand as Managing Director of the Company, as recommended by the Nomination & Remuneration Committee and noted hereunder:

- A.** Salary: Basic salary of Rs. 2,49,000/- Per Month
- B.** House Rent Allowance: Rs. 99,600/- Per Month
- C.** Other Allowances: Rs. 66,400/- 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 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”.

**6. APPROVAL OF APPOINTMENT OF MR. DEEPAK ANAND (DIN: 00999570) AS WHOLE TIME DIRECTOR DESIGNATED AS PRESIDENT-FINANCE & ACCOUNTS AND PAYMENT OF REMUNERATION**

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

“**RESOLVED THAT** pursuant to 196, 197, 198, 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including Schedule V Part I of the said Act and pursuant to Articles of Association of the Company and, (including any statutory modifications or re-enactment thereof for the time being in force) and any other laws, regulations prevailing for the time being in force, the consent of the members of the Company be and is hereby accorded to the approve the appointment of Mr. Deepak Anand (DIN:00999570) as Whole Time Director, designated as President- Finance & Accounts of the Company for a period of five years with effect from May 01, 2018 to April 30, 2023, 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. Deepak 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. Deepak Anand as Whole Time Director, Designated as President-Finance

& Accounts of the Company, as recommended by the Nomination & Remuneration Committee and noted hereunder:

- A. Salary: Basic salary of Rs. 2,49,000/- Per Month
- B. House Rent Allowance: Rs. 99,600/- Per Month
- C. Other Allowances: Rs. 66,400/- Per Month
- D. Other Benefits: Mr. Deepak 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. Deepak 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 Whole Time 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”.

**7. APPROVAL OF INCREASE THE REMUNERATION OF MRS. SAKSHI ANAND-ADMINISTRATION HEAD 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 provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and subject to the compliance of all other applicable laws, the consent of the members be and is hereby accorded to increase the Remuneration of Mrs. Sakshi Anand, Administration Head of the Company not to exceeding Rs. 10,00,000/- (Ten Lakh Only) per month with effect from October 01, 2018.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Nomination & Remuneration Committee/Board of Directors to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, of Mrs. Sakshi Anand holding office or place of profit, within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as required necessary to give effect to the above resolution.”

**8. APPROVAL OF INCREASE THE REMUNERATION OF MRS. MANISHA ANAND-MARKETING HEAD 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 provisions of Section-188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and subject to the compliance of all other applicable laws, the consent of the members be and is hereby accorded to increase the Remuneration of Mrs. Manisha Anand, Marketing Head of the Company not to exceeding Rs. 10,00,000/- (Ten Lakh Only) per month with effect from October 01, 2018.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Nomination & Remuneration Committee/Board of Directors to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect of Mrs. Manisha Anand holding office or place of profit, within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as required necessary to give effect to the above resolution.”

**9. APPROVAL OF RELATED PARTY TRANSACTIONS WITH APIS PURE FOODSTUFF TRADING LLC, DUBAI**

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 his purpose) for entering into related party transactions with APIS Pure Foodstuff Trading LLC, Dubai (Associate Company), for execution of sale, purchase or supply of any goods or materials contracts for an amount not exceeding Rs.1,000/- Crores (Rupees One Thousand Crore Only) 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 chairman 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. Deepak Anand, be and is hereby severally authorized to execute the agreement with APIS Pure Foodstuff LLC, Dubai 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”.

**10. TO APPROVE THE INCREASE IN BORROWING LIMITS 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 supersession of the earlier resolution passed by the members of the Company at the 28<sup>th</sup> Annual General Meeting held on September 30, 2010 and pursuant to the provisions of Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with relevant Articles, if any, of the Articles of Association of the Company (including any amendment thereto), the consent of the members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of directors thereof for the time being exercising the power conferred on the Board by this resolution) for borrowing from time to time, any sum or sums of money on such terms and conditions with or without security as they deem requisite for the purpose of the business of the Company from the Company's bankers, financial institutions and/or from any person or persons, firms, Companies/bodies corporate, institutional investor(s), mutual funds, insurance companies, pension funds and any entity/entities or authority/authorities, whether in India or abroad and whether by way of cash credit, loans, advances, deposits, bills discounting, issue of debentures, bonds or any financial instruments or otherwise either in rupees and/or in such other foreign currencies as may be permitted by law from time to time and any other instruments/securities or otherwise and whether secured or unsecured by mortgage, Charge, hypothecation or lien or

pledge of the Company's assets, licenses and properties, whether movable or immovable property, notwithstanding that the money or monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the limits as provided in Section 180 (1) (c) of the Act provided however that the total amount upto which monies may be borrowed by the Board of Directors and/or the committee of Directors and outstanding shall not, at any time, exceed the sum of Rs. 1,500 Crores (Rupees One Thousand Five Hundred Crores only) exclusive of interest.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or any committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreement as may be required and to do all acts, deeds, matters and things, as it may at its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise.”

#### **11. APPROVAL FOR INVESTMENTS / LOANS / GUARANTEES / SECURITIES**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, subject to the limits set out below on such terms and conditions as the Board may deem fit and proper, notwithstanding the fact that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate alongwith the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company as set out below exceed the limits specified under Section 186(2) of the Act:

<b>Sl. No.</b>	<b>Particulars*</b>	<b>Upto a limit outstanding at any point of time</b>
1.	Loans to any person(s) (including employees) or bodies corporate	Rs. 500 Crores
2.	Investments in bodies corporate	Rs. 500 Crores
3.	Guarantees / securities in connection with loan to any person(s) (including employees) or bodies corporate	Rs. 500 Crores
<b>Total</b>		<b>Rs. 1,500 Crores</b>

\* Excluding the loans/ guarantees/ securities given or provided to wholly owned subsidiaries or joint venture companies (as the case may be), whether situated in India or abroad and investments made in wholly owned subsidiaries, whether situated in India or abroad.

**RESOLVED FURTHER THAT** to give effect to this resolution, the Board be and is hereby authorized to execute the documents, deeds or writings required to be made and to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable, including to settle any question, difficulty or doubt that may arise in respect of such investments/ loans/ guarantees/ securities made or given or provided by the Company (as the case may be).”

**12. APPROVAL FOR GRANTING LOAN, GIVING GUARANTEE OR PROVIDING SECURITY IN RESPECT OF ANY LOAN TO APIS PURE FOODSTUFF TRADING LLC, DUBAI**

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 Section 185, 186 and 188 of the Companies Act, 2013 (the “Act”) read with rules and regulations made thereunder and other applicable provisions if any, of the Act, (including any modification or re-enactment thereof for the time being in force) and the provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (as amended from time to time) and subject to such approvals, consents, sanctions and permissions as may be necessary and the Articles of Association of the Company and all other provisions of other applicable laws, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company to grant loan or give guarantee or provide security in respect of any loan to APIS Pure Foodstuff Trading LLC, Dubai, a joint venture company formed by the Company, upto an aggregating limit which shall not, at any time, exceed the sum of Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of Directors”), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties or doubts that may arise with regard to any transactions with related parties and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

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

**Place: New Delhi  
Date: August 14, 2018**

**Deepak Anand  
(Director & Chairman)  
DIN: 00999570**

## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
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 of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

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.

3. 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.
4. Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/Power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. from Sunday, September 23, 2018 to Saturday, September 29, 2018 (both days inclusive).

8. (a) This Notice is being sent to all the members whose name appears as on Friday, August 17, 2018 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 Saturday, September 22, 2018, being the cut-off date.

Members are eligible to cast vote electronically only if they are holding shares as on that date.

9. 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.

10. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.

11. Members are requested to send their queries at least 10 days before the date of meeting to the Company Secretary of the Company at the registered office of the Company, so that information can be made available at the meeting.

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 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, 1<sup>st</sup>Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020 in respect of their physical share folios, if any, quoting their folio numbers.

14. 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.

15. 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.
16. 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.
17. Electronic copy of Annual Report for the financial year 2017-18 along with Notice of the 36<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form 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. For members who have not registered their address, physical copies of Annual Report alongwith Notice of 22<sup>nd</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
18. 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)
19. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 36<sup>th</sup> Annual General Meeting and holding shares as of the cut of date i.e. Saturday, September 22, 2018 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.

**20.** The route map showing directions to reach the venue of Thirty Six (36<sup>th</sup>) Annual General Meeting is enclosed.

**21. Voting through electronic means**

I. In compliance to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management & Administration) Rules, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote at the Annual General Meeting by electronic means. The Company has engaged the services of Central Depository Services Limited (CDSL) in respect of all the business to be transacted at the aforesaid Annual General Meeting. However, it may be noted that E-voting is optional.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting facility will be available during the following period:
  - Commencement of remote e-voting-from 9:00 am on Wednesday, the 26<sup>th</sup> September, 2018.
  - End of remote e-voting- upto 5:00 pm on Friday, September 28, 2018

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. Saturday, 22<sup>nd</sup> September, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members 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>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant APISINDIALIMITED on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 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.
- II. Members may be note that the Notice of the 36<sup>th</sup> Annual General Meeting and Annual Report for the financial year ended 2017-18 will also be available on the Company's website [www.apisindia.com](http://www.apisindia.com) for their download.
- III. The remote e-voting period commences on Wednesday, September 26, 2018. (9:00 am) and ends on Friday, September 28, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or dematerialized form, as on the cut- off date of Saturday, 22<sup>nd</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IV. 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.
- V. 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 Saturday, 22<sup>nd</sup> September, 2018, and not casting their vote electronically may only cast their vote at the Annual General Meeting through ballot paper.
- VI. The Board of Directors of the Company has appointed Mr. Rajesh Lakhnopal, Practicing Company Secretary as Scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- VII. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- VIII. 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 make not later than 48 hours from the conclusion of the meeting a consolidated Scrutinizer's report of the total cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

- IX. The results shall be declared on or after the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website [www.apisindia.com](http://www.apisindia.com) and on the website of CSDL within 48 hours from the passing of the resolutions at the Annual General Meeting and the same shall also be simultaneously communicated to the Stock Exchange(s), where the equity shares of the Company are listed.
- X. In case you have any queries or issues regarding e-voting, you may refer to 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of CSDL's e-voting website [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoing@cdslindia.com](mailto:helpdesk.evoing@cdslindia.com).
- XI. If you are already registered with CDSL for e-voting then you can use your existing User ID and Password for casting vote.
- XII. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- XIII. Your Login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are shareholder.
- 22.** 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.
- 23.** M/s SRDP & Co (Formerly Known as 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.
- 24.** 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.
- 25.** Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 9.30 A.M. to 1.00 P.M. upto the date of Annual General Meeting.

26. 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, 2018**

**Deepak Anand  
(Director & Chairman)  
DIN: 00999570**

## **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.5: Approval of Appointment of Mr. Amit Anand (DIN: 00951321) as Managing Director and Payment of Remuneration.**

Mr. Vimal Anand has resigned from the office of Managing Director of the Company w.e.f April 17, 2018 due to some his personal reasons, however he is continue as a Non-Executive Director in the Company.

In pursuant to Section 203 of the Companies Act, 2013, Every Listed or other specified Companies would require to appoint a Managing Director in the Company and based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company the Board of directors on their meeting held on April 30, 2018, approved the appointment of Mr. Amit Anand as Managing Director of the Company w.e.f March 01, 2018.

Mr. Amit Anand has a very long association with the Company, designated as Joint Managing 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 22 years of vast experience, Mr. Amit 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. Amit Anand for appointment as Managing Director as set out in the resolution is subject to your approval. Mr. Amit 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. Amit Anand is a relative of Mr. Deepak Anand, Whole Time Director and Mr. Vimal Anand, Director in the Company.

#### **Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company except Mr. Deepak Anand, Whole Time Director and Mr. Vimal Anand, Director are concerned or interested in the resolution set out at Item No. 5.

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

**Item No.6: Approval of Appointment of Mr. Deepak Anand (DIN: 00999570) as Whole Time Director Designated as President-Finance & Accounts and Payment of Remuneration.**

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of members of the Company the Board of directors on their meeting held on April 30, 2018, approved the appointment of Mr. Deepak Anand as Whole Time Director of the Company w.e.f May 01, 2018.

Mr. Deepak Anand, a Commerce Graduate by qualification, he is a third generation businessman ,having more than 48 years of diverse experience in the field of Food Processing, Finance, Administrative, Sales, Marketing, General Management in FMCG and Oil and Gas business. A true visionary he has been the guiding force behind the group. His passion for work and flair for new business has seen the company take many new initiatives in food industry. At the Company, he has undertaken several initiatives, such as, creating a robust platform for managing Investor Relations, evaluating M&A opportunities, and setting new benchmarks for international market through export as well domestic market.

The remuneration and other terms and conditions of Mr. Deepak Anand appointment as Whole-time Director designated as President Finance & Accounts as set out in the resolution is subject to your approval.

Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice. Mr. Deepak Anand is a member of the Company's Audit Committee& Stakeholder Relationship Committee.

**Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company except Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director, are concerned or interested in the resolution set out at Item No. 6.

The Board recommends the Ordinary Resolution set forth in Item No. 06 of the Notice for approval of the shareholders.

**Item No.7: Approval of Increase the Remuneration of Mrs. Sakshi Anand-Administration Head of the Company**

Mrs. Sakshi Anand, age about 37 years, holds office of Administration- Head and manages the Administration Department and also responsible for execution & implementation of various policies and other administrative function as may be assigned to her and under her guidance the Company has set up a full fledged Administration Department which has formulated the various policies.

She is related to Mr. Amit Anand, Managing Director of the Company. The present gross salary of Mrs. Sakshi Anand is Rs. 2,50,000/- Per Month (Rupees Two Lakh Fifty Thousand only). In order to recognize her services it is proposed to pay a gross monthly remuneration not exceeding Rs. 10,00,000/- Per Month (Rupees Ten Lakh Only) with effect from October 01, 2018, as per the detail given below:

Basic salary: Rs. 5,00,000/- per month

House rent allowance: Rs. 2,50,000 per month (50% of basic salary)

Bonus and other benefits as per Company's rule.

Mrs. Sakshi Anand is a relative of Mr. Amit Anand, Managing Director of the Company according to Section 2(77) of the Companies Act, 2013, hence prior approval of the Shareholders in pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, is required. Accordingly ordinary resolution at item no. 07 is placed for approval of the members.

The terms of payment of remuneration have been approved by Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 30, 2018.

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

Name of the related party	Sakshi Anand
Nature of relationship	Relative Amit Anand, Managing Director of the Company
Nature of Contact	Permanent Employee of the Company designated as Administration-Head
Material Item of Contract	To act as a permanent Employee of the Company at a remuneration not exceeding Rs. 10 Lakh Per Month w.e.f October 01, 2018
Name of the Director and KMP who are related	Mr. Amit 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. Amit Anand, Managing Director is concerned or interested in the resolution set out at Item No. 07.

The Board recommends the Ordinary Resolution set forth in Item No. 7 of the Notice for approval of the shareholders.

**Item No. 08: Approval of Increase the Remuneration of Mrs. Manisha Anand-Marketing Head of the Company**

Mrs. Manisha Anand, age about 44 years, holds office of Marketing- Head and manages the Marketing Department and also responsible for execution & implementation of various policies and other administrative function as may be assigned to her and under her guidance and knowledge in the field of apiculture, the Company has set up a full fledge Marketing Department which has formulated the various marketing policies.

She is related to Mr. Vimal Anand, Non-Executive Director of the Company. The present gross remuneration of Mrs. Manisha Anand is Rs. 2,50,000/- Per Month (Rupees Two Lakh Fifty Thousand only). In order to recognize her services it is proposed to pay a gross monthly remuneration not exceeding Rs. 10,00,000/- Per Month (Rupees Ten Lakh Only) with effect from October 01, 2010, as per the detail given below:

Basic salary: Rs. 5,00,000/- per month

House rent allowance: Rs. 2,50,000 per month (50% of basic salary)

Bonus and other benefits as per Company's rule.

Mrs. Manisha Anand is a relative of Mr. Vimal Anand, Non- Executive Director of the Company in pursuant to Section 2(77) of the Companies Act, 2013, hence prior approval of the Shareholders pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, is required. Accordingly ordinary resolution at item no. 08 is placed for approval of the members.

The terms of payment of remuneration have been approved by Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on May 30, 2018.

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

Name of the related party	Manisha Anand
Nature of relationship	Relative of Mr. Vimal Anand, Director of the Company
Nature of Contact	Permanent Employee of the Company designated as Marketing-Head
Material Item of Contract	To act as a permanent Employee of the Company at a remuneration not exceeding Rs. 10 Lakh Per Month w.e.f October 01, 2018
Name of the Director and KMP who are related	Mr. Vimal 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 is concerned or interested in the resolution set out at Item No. 08.

The Board recommends the Ordinary Resolution set forth in Item No. 08 of the Notice for approval of the shareholders.

**Item No. 09: Approval of Related Party Transactions with APIS Pure Foodstuff Trading LLC, Dubai**

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 APIS Pure Foodstuff LLC, Dubai (Associate Company), for execution of sale, purchase or supply of any goods or materials contracts.

It is proposes to enter into execution of sale, purchase or supply of any goods or materials contracts with its Associate Company namely APIS Pure Foodstuff LLC, Dubai in order to have synergy in operation, cost effectiveness.

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

Name of the related party	APIS Pure Foodstuff LLC, Dubai
Nature of relationship	Associate Company
Nature of Contact	Execution of sale, purchase or supply of any goods or materials contracts.
Material Item of Contract	Execution of sale, purchase or supply of any goods or materials contracts entered by the Company with APIS Pure Foodstuff LLC, Dubai form time to time for the amount not exceeding Rs. 1000/- Crore (Rupees One Thousand 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. Deepak Anand
Any information relevant or important for the members to make decision on the proposed	None

resolution	
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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 Mr. Deepak Anand, Whole Time Director are concerned or interested in the resolution set out at Item No. 09.

The Board recommends the entering of execution of sale, purchase or supply of any goods or materials contracts with APIS Pure Foodstuff LLC, Dubai 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. 09 of the Notice for approval of the shareholders.

**Item No. 10: To Approve the increase in borrowing limits of the Company**

The members of the Company had, vide an ordinary resolution passed under erstwhile Section 293(1)(d) of the Companies Act, 1956 at 28<sup>th</sup> Annual General Meeting held on September 30, 2010, accorded their approval to the Board of Directors of the Company to borrow upto a sum of Rs.50 Crore (Rupees Fifty Crores Only).

In terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013, which were made effective from September 12, 2013, the Board of Directors of the Company are not permitted to exercise borrowing powers in excess of the aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from company's banker in the ordinary course of business, except with the consent of the members of the Company accorded by way of a special resolution.

Further for the purpose of additional fund requirements for the existing business operations and future growth plans of the Company, the Board Desires to raise the said limit to Rs. 1,500/- Crores (Rupees One Thousand Five Hundred Crores only), subject to the approval of members in the ensuing AGM .

Accordingly, the approval of the members of the Company by way of Special Resolution under Section 180 (1) (c) of the Companies Act, 2013, is being sought to empower the Board of Directors of the company to borrow money in excess of the limits as mentioned in that Section but the total borrowings shall not, at any time, exceed the sum of Rs. 1,500/- Crores (Rupees One Thousand Five Hundred Crores only) exclusive of interest.

The Board of Directors recommends passing of this Special Resolution for approval of the members of the Company.

None of the Directors or the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Special Resolution as set out at item no.10 of this notice for approval of the members of the Company.

### **Item No.11 Approval for Investments/Loans/Guarantees/Securities**

Prior to April 1, 2014, the Company had been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons (including its employees) and bodies corporate (including wholly owned and other subsidiaries) from time to time in compliance with the applicable provisions of the Companies Act, 1956 (the “Old Act”).

Section 186 of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (the “Rules”) (as amended) has been brought into force with effect from April 1, 2014 and consequently, the corresponding Section 372A of the Old Act in relation to inter corporate loans and investments has been repealed. Section 186(2) of the Act provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Section 186(3) of the Act read with Rule 13 of the Rules provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far provided to or in all other bodies corporate alongwith the investment, loan, guarantee or security proposed to be made or given by the Board of Directors (the “Board”) of a company exceed the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or given or guarantee/ security permitted to be provided unless previously authorized by a Special Resolution.

In this regard, it may be noted that (a) investments/ loans/ guarantees/ securities made or given or provided by the company (as the case may be) to its wholly owned subsidiaries; and (b) loans given or guarantees or securities provided to or on behalf of persons (not being bodies corporate), were exempt from the provisions of Section 372A of the Old Act and were not required to be considered while computing the total investments made, loans given and guarantees and securities provided by a company for the purposes of calculating the limits specified under Section 372A of the Old Act. However, the above mentioned exemptions are no longer available under Section 186 of the Act and therefore, for the purposes of calculating the limits specified under Section 186(2) of the Act, the investments/ loans/ guarantees/ securities made or given or provided to the wholly owned subsidiaries (as the case may be) and to other persons (not being bodies corporate) are also required to be taken into consideration. Notwithstanding the above, it may be noted that as per Rule 11(1) of the Rules, no approval of the Shareholders is required if a company gives loans/ guarantees or provides securities to its wholly owned subsidiary company or a joint venture company or makes investments in the securities of its wholly owned subsidiary company, in excess of the limits specified under Section 186(2) of the Act.

As per the latest audited balance sheet of the Company as at March 31, 2018, sixty per cent of the paid-up share capital, free reserves and securities premium account is equal to Rs. 4,103.93Lakhs while one hundred per cent of its free reserves and securities premium account is

equal to Rs. 5,938.88 Lakhs. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees/ securities (as the case may be) is Rs. 5,938.88 Lakhs.

In view of better utilization of funds available with the company it is proposed to pass enabling resolution authorizing board of directors of the company to make investment or give loan, guarantee or provide security within the limits as mentioned in proposed resolution.

The Board of Directors recommends passing of this Special Resolution for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

Accordingly, the Board recommends the Special Resolution as set out at item no.11 of this notice for approval of the members of the Company.

**Item No. 12: Approval for granting loan, giving guarantee or providing security in respect of any loan to APIS Pure Foodstuff Trading LLC, Dubai**

The Company has promoted a joint venture company in the name and style of APIS Pure Foodstuff Trading LLC, Dubai (hereinafter referred to as 'APFTL'). The Company holds 49% of the equity capital in APFTL. The said company is engaged in the business of trading of Fast-Moving Consumer Goods (FMCG) products. Since, APFTL is in its initial state of operations, it would require funds for its business operations. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to APFTL for its principal business activities.

Since, The Companies (Amendment) Act, 2017 has been effected w.e.f. 07<sup>th</sup> May, 2018 and substituted the Section 185 of the Companies Act, 2013, the proviso of which, subject to the approval of members' in the General Meeting, the Company allows to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested.

Accordingly, the Board of Directors at its meeting held on 14<sup>th</sup> August, 2018, have recommended the Special Resolution at Item No. 12 for members' approval for granting such loan or giving guarantee or providing security in connection with any such loan to APFTL.

The Board of Directors recommends passing of this Special Resolution for approval of the members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except Mr. Vimal Anand, Director, Mr. Amit Anand, Managing Director and Mr. Deepak Anand, Whole Time Director of the Company to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/ guarantees may be given or securities may be provided pursuant to this Special Resolution.

Accordingly, the Board recommends the Special Resolution as set out at item no.12 of this notice for approval of the members of the Company.

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

**Place: New Delhi  
Date: August 14, 2018**

**Deepak Anand  
(Director & Chairman)  
DIN: 00999570**

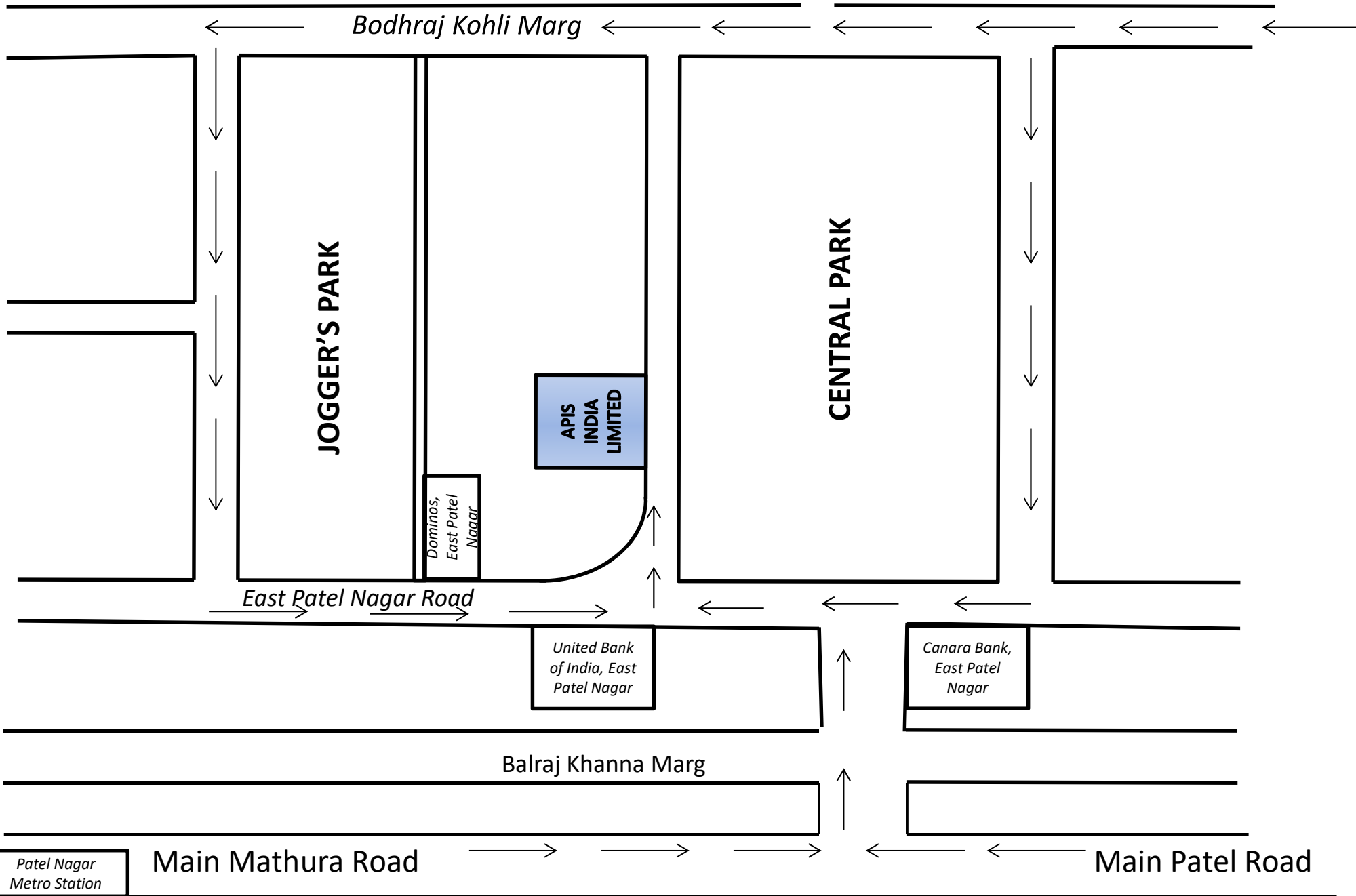
**ANNEXURE TO ITEM 02, 05 & 06 OF THE NOTICE**

**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 Six (36<sup>th</sup>) Annual General Meeting are as follows:**

<b>Name of the Director</b>	<b>Mr. Vimal Anand</b>	<b>Mr. Amit Anand</b>	<b>Mr. Deepak Anand</b>
DIN	00951380	00951321	00999570
Date of Birth	10.08.1971	14.06.1973	01.05.1950
Nationality	Indian	Indian	Indian
Date of appointment	27.10.2006	30.04.2018	30.04.2018
Qualifications	Graduate	Graduate	Graduate
Expertise in Specific Functional Area	Mr. Vimal Anand is a Commerce Graduate from Kirori Mal College; he has more than 24 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.	Mr. Amit Anand is a Commerce Graduate from Kirori Mal College; he has more than 22 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.	He is a third generation business man having more than 48 years of diverse experience in the field of Food Processing, Finance, Administrative, Sales, Marketing, General Management in FMCG and Oil and Gas business.
Number of shares held in the Company (as at March 31, 2018)	9,62,553	9,64,363	10,13,225
Terms & Conditions of re-appointment	Mr. Vimal Anand was appointed as Managing Director of the Company, However w.e.f April 17, 2018 he resigned from the office of Managing Director and continue as Non-Executive Director of the Company, liable to retire by rotation.	Executive Director liable to retire by rotation	Executive Director liable to retire by rotation
Remuneration last drawn during F.Y 2017-18	49.80 Lakh	49.80 Lakh	13.20 Lakh
List of Directorships held in other companies as on March 31, 2018	-Modern Herbal Private Limited -APIS Natural Products Private Limited -APIS Pure Foodstuff Trading LLC-Dubai	-Modern Herbal Private Limited -APIS Natural Products Private Limited	-Modern Herbal Private Limited -APIS Natural Products Private Limited

No. of Board Meeting attended during the financial year 2017-18	18 (Eighteen)	19 (Nineteen)	19 (Nineteen)
Chairman/Member of the Committees of the Board of companies in which he is a Director	Corporate Social Responsibility Committee (Member)	Corporate Social Responsibility Committee (Member)	-Audit Committee (Member) -Stakeholders Relationship Committee (Member)
Relationship between Directors and KMP of the Company	Mr. Vimal Anand is a relative of Mr. Deepak Anand, Whole Time Director and Mr. Amit Anand, Managing Director of the Company.	Mr. Amit Anand is a relative of Mr. Deepak Anand, Whole Time Director and Mr. Vimal Anand, Director of the Company.	Mr. Deepak Anand is a relative of Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director of the Company.

Route map to the venue of 36th AGM OF APIS india Limited.



•Venue : 18/32, East Patel Nagar, Delhi – 110008

•Landmark : Near Central Park, East Patel Nagar, Delhi.



# 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](mailto:mail@apisindia.com)  
Website: [www.apisindia.com](http://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 Thirty Sixth (36) Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 10.00 A.M. 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
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2018, including audited Balance Sheets as at March 31, 2018 and Statements of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Vimal Anand (DIN: 00951380), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.			
3.	To declare dividend on preference shares of the Company for the financial year ended 31 <sup>st</sup> March, 2018.			
4.	To ratify the appointment of M/s SRDP & Co (Formerly Known as Sudhir Agarwal & Associates), Chartered Accountants (Registration No. 509930N) as a Statutory Auditor of the Company and to fix their remuneration.			
<b>Special Business</b>				
5.	Approval of appointment of Mr. Amit Anand (DIN: 00951321) as Managing Director and payment of remuneration.			
6.	Approval of appointment of Mr. Deepak anand (DIN: 00999570) as Whole Time Director Designated as President-Finance & Accounts and payment of remuneration.			
7.	Approval of Increase the Remuneration of Mrs. Sakshi Anand (Relative of Mr. Amit Anand, Managing Director of the Company) -Administration Head of the Company under Section 188 of the Companies Act, 2013.			
8.	Approval of Increase the Remuneration of Mrs. Manisha Anand (Relative of Mr. Vimal Anand, Director of the Company) -Marketing Head of the Company under Section 188 of the Companies Act, 2013.			
9.	Approval of Related Party Transactions with APIS Pure Foodstuff Trading LLC, Dubai under Section 188 of the Companies Act, 2013.			

10.	To approve the Increase in Borrowing Limits of the Company upto Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores Only) under Section 180(1)(c) of the Companies Act, 2013.			
11.	Approval for Investments/Loans/Guarantees/ Securities upto Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores Only) under Section 186 of the Companies Act, 2013.			
12.	Approval for granting Loan, giving guarantee or providing security in respect of any loan to APIS Pure Foodstuff Trading LLC, Dubai upto Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores Only) under Section 185, 186 and 188 of the Companies Act, 2013.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp of Rs. 1/-
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**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](mailto:mail@apisindia.com)  
Website: [www.apisindia.com](http://www.apisindia.com); CIN: L51900DL1983PLC164048

## ATTENDANCE SLIP

36 <sup>th</sup> Annual General Meeting- September 29, 2018	
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 Thirty Sixth (36) Annual General Meeting (AGM) of APIS India Limited to be held on Saturday, September 29, 2018, at 10.00 A.M. 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 2017-18 & 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 2017-18 & 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

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Tel: 011-4320 6650, Fax: 011-2571 3631; E-mail: [mail@apisindia.com](mailto:mail@apisindia.com)  
Website: [www.apisindia.com](http://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]

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

\*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 36<sup>th</sup> Annual General Meeting of Company scheduled to be held on Saturday, 29<sup>th</sup> September, 2018 at 10:00 A.M. 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)*
<b>Ordinary Businesses</b>				
1.	To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2018, including audited Balance Sheets as at March 31, 2018 and Statements of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Vimal Anand (DIN: 00951380), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.			
3.	To declare dividend on preference shares of the Company for the financial year ended 31 <sup>st</sup> March, 2018.			

4.	To ratify the appointment of M/s SRDP & Co (Formerly Known as Sudhir Agarwal & Associates), Chartered Accountants (Registration No. 509930N) as a Statutory Auditor of the Company and to fix their remuneration.			
<b>Special Business</b>				
5.	Approval of appointment of Mr. Amit Anand (DIN: 00951321) as Managing Director and payment of remuneration.			
6.	Approval of appointment of Mr. Deepak anand (DIN: 00999570) as Whole Time Director Designated as President-Finance & Accounts and payment of remuneration.			
7.	Approval of Increase the Remuneration of Mrs. Sakshi Anand (Relative of Mr. Amit Anand, Managing Director of the Company) -Administration Head of the Company under Section 188 of the Companies Act, 2013.			
8.	Approval of Increase the Remuneration of Mrs. Manisha Anand (Relative of Mr. Vimal Anand, Director of the Company)-Marketing Head of the Company under Section 188 of the Companies Act, 2013.			
9.	Approval of Related Party Transactions with APIS Pure Foodstuff Trading LLC, Dubai under Section 188 of the Companies Act, 2013.			
10.	To approve the Increase in Borrowing Limits of the Company upto Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores Only) under Section 180(1)(c) of the Companies Act, 2013.			
11.	Approval for Investments/Loans/Guarantees/ Securities upto Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores Only) under Section 186 of the Companies Act, 2013.			
12.	Approval for granting Loan, giving guarantee or providing security in respect of any loan to APIS Pure Foodstuff Trading LLC, Dubai upto Rs.1,500/- Crores (Rupees One Thousand Five Hundred Crores Only) under Section 185, 186 and 188 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:**

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**Signature of Member**



# APIS INDIA LIMITED

Regd. Off: 18/32, East Patel Nagar, New Delhi-110008  
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Website: [www.apisindia.com](http://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