



# 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

---

## NOTICE

Notice is hereby given that the Thirty Seventh (37<sup>th</sup>) Annual General Meeting (AGM) of the members of **APIS INDIA LIMITED** will be held on Monday, 30<sup>th</sup> Day of September, 2019 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:

### ORDINARY BUSINESS:

1. To receive, consider, and adopt the audited Financial Statements (Standalone & Consolidated) for the financial year ended 31<sup>st</sup> March, 2019, together with Auditors Report and Board Report thereon.
2. To appoint a Director in place of Mr. Amit Anand (DIN: 00951321), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To declare dividend @ 4% (Rs.4/- per share of Rs.100/- each) on 4% Non-Cumulative Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2019.

### SPECIAL BUSINESS:

4. **APPROVAL OF RE-APPOINTMENT OF MR. KARAN AHOOJA (DIN: 02688727), AS AN INDEPENDENT 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** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the members be and is hereby accorded for re-appointment of Mr. Karan Ahooja (DIN: 02688727), as an Independent Director of the Company, who has consented to act as Independent Director and given declaration of

Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Nomination and Remuneration Committee has recommended his re-appointment and the company has also received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, for a further period of 5 (five) years with effect from September 26, 2019 and his office shall not be liable to be determined by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds things and execute all such documents, instruments writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, to give effect to the aforesaid resolution.”

**5. APPROVAL OF RE-APPOINTMENT OF MR. SUSHIL GUPTA (DIN: 01549211), AS AN INDEPENDENT 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** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the members be and is hereby accorded for re-appointment of Mr. Sushil Gupta (DIN: 01549211), as an Independent Director of the Company, who has consented to act as Independent Director and given declaration of Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Nomination and Remuneration Committee has recommended his re-appointment and the company has also received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, for a further period of 5 (five) years with effect from September 26, 2019 and his office shall not be liable to be determined by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds things and execute all such documents, instruments writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, to give effect to the aforesaid resolution.”

**6. APPROVAL OF RE-APPOINTMENT OF MRS. SHALINI MALIK (DIN: 03397744), AS AN INDEPENDENT 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** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the members be and is hereby accorded for re-appointment of Mrs. Shalini Malik (DIN: 03397744), as an Independent Director of the Company, who has consented to act as Independent Director and given declaration of Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Nomination and Remuneration Committee has recommended her re-appointment and the company has also received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, for a further period of 5 (five) years with effect from September 26, 2019 and her office shall not be liable to be determined by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds things and execute all such documents, instruments writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, to give effect to the aforesaid resolution.”

**7. APPROVAL OF RE-APPOINTMENT OF MRS. SUNITA CHADDHA (DIN: 03398434), AS AN INDEPENDENT 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** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable provisions and laws, consent of the members be and is hereby accorded for re-appointment of Mrs. Sunita Chaddha (DIN: 03397744), as an Independent Director of the Company, who has consented to act as Independent Director and given declaration of Independence under Section 149(6) of the Companies Act, 2013 and SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Nomination and Remuneration Committee has recommended her re-appointment and the company has also received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director, for a further period of 5 (five) years with effect from September 26, 2019 and her office shall not be liable to be determined by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds things and execute all such documents, instruments writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, to give effect to the aforesaid resolution.”

**8. APPROVAL OF APPOINTMENT OF MRS. PREM ANAND (DIN: 00951873) AS WHOLE TIME DIRECTOR AND PAYMENT OF REMUNERATION**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special 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 Mrs. Prem Anand (DIN 00951873) as Whole Time Director of the Company for a period of five years with effect from 31<sup>st</sup> January, 2019 to 30<sup>th</sup> January, 2024, who has attained the age of 70 years, 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 Mrs. Prem 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 Mrs. Prem Anand as Whole Time Director of the Company, as recommended by the Nomination & Remuneration Committee and noted hereunder:

- A. Salary: Basic salary of Rs. 55,000/- Per Month
- B. House Rent Allowance: Rs. 27,500/- Per Month
- C. Other Allowances: Rs. 27,500/- Per Month
- D. Other Benefits: Mrs. Prem Anand shall also be entitled to reimbursement of all legitimate expenses incurred by her in performance of her duties and such reimbursement will not form part of her remuneration.
- E. Minimum Remuneration: In the event of loss or inadequacy of profit during Mrs. Prem Anand tenure as Whole Time Director, the remuneration as set out above, will be paid or granted to her 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”.

## **9. APPROVAL OF RELATED PARTY TRANSACTIONS WITH SKYLINE INTERNATIONAL INDUSTRIES FZE**

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

“**RESOLVED THAT** pursuant to provisions of Section 188 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with the stock exchange where the shares of the company are listed and subject to the compliance of all other applicable laws and regulations, the consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter called the “Board” which term shall be deemed to include any committee which the Board may constitute for this purpose) for entering into related party transactions with Skyline International Industries FZE, 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 chairperson 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 Mrs. Prem Anand, be and is hereby severally authorized to execute the agreement with Skyline International Industries FZE and to perform all such act and things and to sign all documents and writing as may be necessary, expedient and incidental thereof including all the negotiations and settlement, to give effect of this resolution and for matter connected therewith or incidental thereof in the best interest of the Company”.

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

**Place: New Delhi  
Date: August 14, 2019**

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

## Notes:

1. The relevant explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of item no.4 to 9 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 48hours 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/Institutional Members (i.e. other than Individual, HUF, NRI etc.) 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. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8<sup>th</sup> February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise

significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.

8. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
9. (a) This Notice is being sent to all the members whose name appears as on Friday, August 16, 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 Monday, September 23, 2019, being the cut-off date.

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

10. Brief resume of the Director proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and Memberships/Chairmanships of the Board Committees, shareholding and relationships between Directors *inter-se* as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, is annexed hereto and forms part of this Notice.
11. 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.
12. 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.
13. 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.
14. 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.

15. 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.
16. 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.
17. 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.
18. 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.
19. 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.
20. 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.

21. Electronic copy of Annual Report for the financial year 2018-19 along with Notice of the 37<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 37<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 in the permitted mode.
22. 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)
23. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 37<sup>th</sup> Annual General Meeting and holding shares as of the cut of date i.e. Monday, September 23, 2019 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.
24. Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with the Annual Report 2018-19, duly completed and signed, for admission to the meeting hall. The route map showing directions to reach the venue of Thirty Seventh (37<sup>th</sup>) 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](http://www.apisindia.com) or write to the Company at its Registered Office for issuing the duplicate attendance slip.

## 25. 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 Friday, the 27<sup>th</sup> September, 2019.
  - End of remote e-voting- upto 5:00 pm on Sunday, September 29, 2019.

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. Monday, 23<sup>rd</sup> September, 2019, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>) 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.</p> <p>) 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.</p>
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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>) 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).</p>

- (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 37<sup>th</sup> Annual General Meeting and Annual Report for the financial year ended 2018-19 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 Friday, September 27, 2019 (9:00 am) and ends on Sunday, September 29, 2019 (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 Monday, 23<sup>rd</sup> September, 2019, 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 Monday, 23<sup>rd</sup> September, 2019, 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. Anand Kumar Singh, 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 Chairperson 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 CDSL 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. Amit 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 M/s Sudhir Agarwal & Associates), Chartered Accountants have given their Consent to act as Statutory Auditor of the Company in term of Section 139(1) of the Companies Act, 2013 and Rules made thereunder.
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. At the thirty-fourth AGM held on 28<sup>th</sup> September, 2014 the members approved appointment of M/s SRDP & Co., Chartered Accountants (Firm Registration No. 509930C) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the forty-ninth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7<sup>th</sup> May 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the fortieth AGM.
26. 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.

27. 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, 2019**

**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 7: Approval of Re-Appointment of Mr. Karan Ahooja, Mr. Sushil Gupta, Mrs. Shalini Malik & Mrs. Sunita Chaddha as an Independent Directors of the Company**

As you are aware that Mr. Karan Ahooja, Mr. Sushil Gupta, Mrs. Shalini Malik & Mrs. Sunita Chaddha were appointed as an Independent Directors of the Company for a period of 5 (five) years w.e.f September 26, 2014 upto September 25, 2019. The term of these Independent Directors will be expiring on September 25, 2019, the Nomination and Remuneration Committee in its meeting held on August 14, 2019 recommended their re-appointment based upon their performance evaluation and this recommendation is further seconded by the Board of Directors in its meeting held on 14<sup>th</sup> August, 2019. In this regard, the concerned Independent Directors have given their consent to extend their office as such for a further period of five years and also received a declaration to the effect that they meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. Further, they have confirmed that they are qualified to become Independent Directors of the Company.

In the opinion of the Board, Mr. Karan Ahooja, Mr. Sushil Gupta, Mrs. Shalini Malik & Mrs. Sunita Chaddha are persons of integrity, and fulfill the conditions specified in the Act and the Rules made thereunder and are Independent of the Management of the Company.

Brief resume, the nature of their expertise in specific functional area, names of Companies in which they hold directorship, committee memberships/chairmanships, their shareholding etc., are separately annexed hereto. The term and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during all working days, excluding Saturdays, Sundays & public holidays (09:30 a.m. to 11:30 a.m.) upto the last date of receipt of Notice.

The Board of Directors are of the opinion that appointment of Mr. Karan Ahooja, Mr. Sushil Gupta, Mrs. Shalini Malik & Mrs. Sunita Chaddha as an Independent Directors will benefit the Company considering their expertise & knowledge.

In Compliance with provision of Section 149 read with Schedule IV of the Companies Act, 2013, the resolutions set out in Item no.04 to 07 for the re-appointment of Independent Directors for a second term of five years is place before members for their approval as the Special Resolution.

Except Mr. Karan Ahooja, Mr. Sushil Gupta, Mrs. Shalini Malik & Mrs. Sunita Chaddha, None of the Directors, Key Managerial Personnel of the Company, are concerned or interested, financially or otherwise, in the said resolutions.

**Item no.08: Approval of Appointment of Mrs. Prem Anand (DIN: 00951873) as Whole Time Director and Payment of Remuneration.**

In pursuant to Schedule V Part-I of clause c of the Companies Act, 2013, a person can't be appoint as Whole Time Director if he/she attained the age of 70 (Seventy) years unless a Special Resolution has been passed by the members of the Company. Your Company on the basis of the recommendation of the Nomination and Remuneration Committee on its meeting held on January 31, 2019 and subject to the approval of members of the Company and seconded the Board of directors in its meeting held on January 31, 2019, approved the appointment of Mrs. Prem Anand as Whole Time Director of the Company w.e.f January 31, 2019.

Mrs. Prem Anand, a Commerce Graduate by qualification, she is a third generation businessman, having more than 49 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 she has been the guiding force behind the group. Her passion for work and flair for new business has seen the company take many new initiatives in food industry. At the Company, she 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 Mrs. Prem Anand appointment as Whole-time Director 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.

**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. 08.

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

**Item No. 09: Approval of Related Party Transactions with Skyline International Industries FZE**

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 Skyline International Industries FZE, 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 Skyline International Industries FZE 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	Skyline International Industries FZE
Nature of relationship	Proprietorship of Mr. Vimal Anand, Director of the 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 Skyline International Industries FZE 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. Prem Anand
Any information relevant or important for the members to make decision on the proposed resolution	None

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

**Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company except Mr. Vimal Anand, Director, Mr. Amit Anand, Managing Director and Mrs. Prem Anand, Whole Time Director are concerned or interested in the resolution set out at Item No. 09.

The Board recommends the entering of execution of sale, purchase or supply of any goods or materials contracts with Skyline International Industries FZE 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.

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

**Place: New Delhi  
Date: August 14, 2019**

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

**ANNEXURE TO ITEM 02, 04 to 07 & 08 OF THE NOTICE**

**Relevant details, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 of General Meetings in respect of Director proposed for appointment/re-appointment at Thirty Seventh (37<sup>th</sup>) Annual General Meeting are as follows:**

<b>Name of the Director</b>	<b>Mr. Amit Anand</b>	<b>Mr. Karan Ahooja</b>	<b>Mr. Sushil Gupta</b>	<b>Mrs. Shalini Malik</b>	<b>Mrs. Sunita Chaddha</b>	<b>Mrs. Prem Anand</b>
DIN	00951321	02688727	01549211	03397744	03398434	00951873
Date of Birth	14.06.1973	29.07.1981	02.02.1955	11.05.1972	24.08.1962	06.04.1949
Profile	As per the columns given below	As per the columns given below	As per the columns given below	As per the columns given below	As per the columns given below	As per the columns given below
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of first appointment on the Board	27.10.2006	16.06.2009	16.07.2007	08.12.2010	08.12.2010	31.01.2019
Qualifications	Graduate	Graduate	Graduate	M.A & B.ED	B.Com & B.ED	Post Graduate
Expertise in Specific Functional Area	He has more than 23 years of experience in food processing business & managing the Company's affairs and contributed significantly in the growth of the Company.	He has more than 12 years of experience in apiculture & horticulture.	He has more than 40 years of experience in the area of economic corporate strategy.	She has more than 23 years of experience in apiculture, horticulture & Taxation.	She has more than 34 years of experience in the field of Accounts and Taxation.	Mrs. Prem Anand is a third generation business lady having more than 49 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, 2019)	9,64,363	Nil	16709	Nil	Nil	11,31,242
Terms & Conditions of re-appointment	Executive Director liable to retire by rotation	Mr. Karan Ahooja shall be re-appointed as Non-Executive Independent	Mr. Sushil Gupta shall be re-appointed as Non-Executive Independent Director of the Company w.e.f	Mrs. Shalini Malik shall be re-appointed as Non-Executive Independent Director of the Company w.e.f	Mrs. Sunita Chaddha shall be re-appointed as Non-Executive Independent Director of the	Executive Director liable to retire by rotation

		Director of the Company w.e.f September 26, 2019 for a term of 5 (Five) years.	September 26, 2019 for a term of 5 (Five) years.	September 26, 2019 for a term of 5 (Five) years.	Company w.e.f September 26, 2019 for a term of 5 (Five) years.	
Remuneration last drawn during F.Y 2018-19	₹ 49.80 Lakhs	Nil	Nil	Nil	Nil	₹ 3.20 Lakhs
List of Directorships held in other companies as on March 31, 2019	-Modern Herbal Private Limited -APIS Natural Products Private Limited	Yorks Grip India Private Limited	Nil	Nil	Nil	-Modern Herbal Private Limited -APIS Natural Products Private Limited
No. of Board Meeting attended during the financial year 2018-19	08	08	08	08	08	03
Chairman/Member of the Committees of the Board of companies in which he/she is a Director	Corporate Social Responsibility Committee (Member)	-Audit Committee (Member) -Stakeholder Grievance Committee (Member) -Nomination and Remuneration Committee (Member) -Corporate Social Responsibility Committee (Chairman)	-Nomination and Remuneration Committee (Chairman) -Corporate Social Responsibility Committee (Member)	-Audit Committee (Member) -Stakeholders Relationship Committee (Member) -Corporate Social Responsibility Committee (Member)	-Audit Committee (Chairperson) -Stakeholder Grievance Committee (Member) -Nomination and Remuneration Committee (Member)	Nil
Relationship between Directors and KMP of the Company	Mr. Amit Anand is a relative of Mrs. Prem Anand, Whole Time Director and Mr. Vimal Anand, Director of the Company.	Nil	Nil	Nil	Nil	Mrs. Prem Anand is a relative of Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director of the Company.