



# 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 Ninth (39<sup>th</sup>) Annual General Meeting (AGM) of the members of **APIS INDIA LIMITED** will be held on Thursday, 30<sup>th</sup> Day of September, 2021 at 12:30 P.M, Indian Standard Time (“IST”), through Video Conferencing/other audio visual means (“VC/OAVM”) facility, to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008.

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2021, the report of the Auditors’ thereon and the report of the Board of Directors’.**

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

“**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2021, the report of the auditors’ thereon and the report of the Board of Directors for the financial year ended March 31, 2021, placed before the 39<sup>th</sup> Annual General Meeting be and are hereby received, considered and adopted.”

- 2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the Auditors’ report thereon.**

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

“**RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 and the report of the auditor’s thereon as placed before the 39<sup>th</sup> Annual General Meeting be and are hereby received, considered and adopted.”

3. **To appoint a director in place of Mrs. Prem Anand (DIN: 00951873), who retires by rotation and being eligible offers herself for re-appointment.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time (“Act”), Mrs. Prem Anand (DIN: 00951873) who retire by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. **To declare dividend @ 4% (₹ 4/- per share of ₹ 100/- each) on 4% Non-Cumulative Non-Convertible Redeemable Preference Shares for the financial year ended March 31, 2021.**

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

**“RESOLVED THAT** final dividend of ₹ 4/- for every preference share of face value of ₹ 100/- each for the financial year ended 31<sup>st</sup> March, 2021 as recommended by the Board of Directors at its meeting held on July 10, 2021, be and is hereby declared.”

5. **To appoint the statutory auditors of the Company and fix their remuneration for a period of five years**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or reenactment thereof, for the time being in force) and pursuant to the recommendation of audit committee, and subject to all the applicable laws and regulations, M/s G A M S & Associates LLP., Chartered Accountants, New Delhi (Firm Registration No.0N500094), be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. S R D P & Co., Chartered Accountants (Firm Registration No. 509930C) the retiring Statutory Auditors, to hold office for a term of five consecutive years from the conclusion of ensuing AGM till the conclusion of Forty Fourth AGM of the Company to be held in the year 2026, on Annual Remuneration of INR 8 Lakh (Rupees Eight Lakh Only) for first financial year 2021-22, plus applicable tax and reimbursement of traveling and out of pocket expenses incurred by them on actual basis for the purpose of audit.

**RESOLVED FURTHER THAT** the Audit Committee and/or Board of Directors of the Company be and is hereby authorized to increase remuneration of the statutory auditor depending upon the change of scope of their works, time spent on audit and other factors as and when required for the remaining tenure of their appointment.”

**SPECIAL BUSINESS:**

**6. Appointment of Mrs. Menika Garg (DIN: 08130106) as an Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and applicable provisions 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 pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board, Mrs. Menika Garg (DIN: 08130106), who was appointed by the Board as an Additional Independent Director of the Company with effect from 15<sup>th</sup> January, 2021, and who holds office up to the date of this Annual General Meeting, being eligible for appointment as an Independent Non-Executive Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation and to hold such office for a term of 5 (Five) consecutive years from 15<sup>th</sup> January, 2021 to 14<sup>th</sup> January, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**7. Approval of Related Party Transactions**

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 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), the consent of the members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with A-One Enterprises., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for execution of sale, purchase or supply of any goods or materials contracts, on such terms and conditions as

the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 50 Crore per year (Rupees Fifty Crores Only), for each of the financial years 2021-22, 2022-23 & 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized 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”.

## **8. Approval of Related Party Transactions**

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 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), the consent of the members of the Company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with Kapil Anand Agro Private Limited., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for execution of sale, purchase or supply of any goods or materials contracts, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of ₹ 35 Crore per year (Rupees Thirty Five Cores Only), for each of the financial year 2021-22, 2022-23 & 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized 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, 2021**

**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.6 to 8 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 05, is annexed to this notice.

2. General instructions for accessing and participating in the 39<sup>th</sup> AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting
  - a) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), AGM may be convened through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the members. Hence, Members can attend and participate in the ensuing AGM through VC only.
  - b) In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 (Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 39<sup>th</sup> AGM of the Company is being conducted through VC. Central Depository Services (India) Limited (CDSL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at [www.apisindia.com](http://www.apisindia.com).
  - c) The deemed venue for the 39<sup>th</sup> AGM shall be the Registered Office of the Company.
  - d) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 39<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 39<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 39<sup>th</sup> AGM.

- e) In line with the MCA Circulars and SEBI Circular, the Notice of the 39<sup>th</sup> AGM will be available on the website of the Company [www.apisindia.com](http://www.apisindia.com) on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice is also available on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
  - f) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
  - g) Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 39<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 39<sup>th</sup> AGM.
  - h) Members may join the 39<sup>th</sup> AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 12.00 Noon IST i.e. 30 minutes before the time scheduled to start the 39<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 39<sup>th</sup> AGM.
  - i) Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of at least 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 39<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.
  - j) Attendance of the Members participating in the 39<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - k) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 39<sup>th</sup> AGM and facility for those Members participating in the 39<sup>th</sup> AGM to cast vote through e-Voting system during the 39<sup>th</sup> AGM.
3. Corporate members intending to send their Authorised Representatives to attend and vote in the meeting to be held through video conferencing are requested to share with the Company for Authorization a certified true copy of the board resolution through electronic mode, power of attorney or such other valid authorization, authorizing him/her to attend and vote in the

meeting to be held through video conferencing and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport or any other valid proof).

4. To Support the Green Initiative, Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.
5. Members may also note that the Notice of the 39<sup>th</sup> Annual General Meeting and the Annual Report for F.Y. 2020-21 will also be available on the Company's website [www.apisindia.com](http://www.apisindia.com) for their download. For any communication, the shareholders may also send requests to the Company's investor email id: [mail@apisindia.com](mailto:mail@apisindia.com).
6. Members are informed that in case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote in the Meeting to be held through video conferencing.
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 Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive).
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. The Company has a dedicated E-mail address [mail@apisindia.com](mailto:mail@apisindia.com) for members to mail their queries or lodge complaints, if any. We will reply to your queries at the earliest. The Company's website [www.apisindia.com](http://www.apisindia.com) has a dedicated section on Investors.
11. 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.

12. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank account details, National Electronic Clearing Services (NECS), nominations, power of attorney, change of name, change of address, PIN code etc., only to their Depository Participants (DPs) and not to the Registrar and Share Transfer Agent (RTA) or the Company.
13. 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.
14. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form w.e.f. April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
15. 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.
16. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
17. Electronic copy of Annual Report for the financial year 2020-21 along with Notice of the 39<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company or the Depository Participant(s) for communication purpose unless the member has requested for a hard copy of the same..
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, 40450193 to 197, 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 39<sup>th</sup> Annual General Meeting and holding shares as of the cut of date i.e. Wednesday, September 23, 2021 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. VOTING OPTIONS

### A. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Monday, September 27, 2021 (09:00 A.M.) and ends on Wednesday, September 29, 2021 (05:00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

<b>For Shareholders holding shares in Demat Form other than individual 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> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number send by Company/RTA or contact Company/RTA.</li> </ul>

Dividend Details <b>OR</b> Date of (DOB)	Bank  Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- VII. After entering these details appropriately, click on “SUBMIT” tab.
- VIII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- IX. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN for the relevant Apis India Limited on which you choose to vote.
- XI. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIII. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- XVI. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- XVIII. **Facility for Note for Non – Individual Shareholders and Custodians-Remote Voting.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [mail@apisindia.com](mailto:mail@apisindia.com) or [vdnext1711@gmail.com](mailto:vdnext1711@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**

- a) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 39<sup>th</sup> AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [mail@apisindia.com](mailto:mail@apisindia.com) at least 48 hours in advance before the start of the meeting i.e. by September 28, 2021 by 12:30 P.M IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- h) Members, who would like to ask questions during the 39<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 39<sup>th</sup> AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [mail@apisindia.com](mailto:mail@apisindia.com) at least 48 hours in advance before the start of the 39<sup>th</sup> AGM i.e. by September 28, 2021 by 12:30 P.M IST. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 39<sup>th</sup> AGM, depending upon the availability of time.
- i) Institutional Investors who are Members of the Company are encouraged to attend and vote in the 39<sup>th</sup> AGM through VC/OAVM Facility.
- j) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- k) Only those shareholders, who are present in the AG through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

- l) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- a) For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA at the email id [mail@apisindia.com](mailto:mail@apisindia.com) or [vikas.cs@apisindia.co](mailto:vikas.cs@apisindia.co).
  - b) For Demat shareholders- Please update your email id & mobile no with your respective Depository Participant (DP)
  - c) For Individual Demat Shareholders-Please update your email id & mobile no with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.
- B)** In case you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

- C)** If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- D)** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- E)** The e-voting period commences on September 27, 2021 (09.00 am) and ends on September 29, 2021 (5:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 23, 2021 may cast their vote electronically. The e-voting module shall be



disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- F)** The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2021.
  - G)** Mr. Anand Kumar Singh, Practicing Company Secretary (FCS- 10812 and Certificate of Practice number 9404) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - H)** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  - I)** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person, who is not a member as on the cut-off date, should treat this notice for information purpose only.
  - J)** The Scrutinizer shall within a period not exceeding three days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - K)** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.apisindia.com](http://www.apisindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited. The results shall be displayed at the Registered Office at 18/32, East Patel Nagar, New Delhi-110008.
- (i)** Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 39<sup>th</sup> AGM and the Annual Report for the year 2020-21 including therein the Audited Financial Statements for year 2020-21, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 39<sup>th</sup> AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document

(such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address [mail@apisindia.com](mailto:mail@apisindia.com).

- b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
23. The Notice of the 39<sup>th</sup> AGM and the Annual Report for the year 2020-21 including therein the Audited Financial Statements for the year 2020-21, will be available on the website of the Company at [www.apisindia.com](http://www.apisindia.com). The Notice of 39<sup>th</sup> AGM will also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
24. In terms of Section-149 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to independent directors. Therefore Mrs. Prem Anand, Director, retire by rotation and being eligible offers herself for re-appointment at the ensuing Annual General Meeting.
25. Electronic copy of all the documents referred to in the accompanying Notice of the 39<sup>th</sup> AGM and the Explanatory Statement shall be available for inspection in the Investor Corner Section on of the website of the Company at [www.apisindia.com](http://www.apisindia.com).
26. In pursuant to Section 139 of Companies Act, 2013 and the Rules made thereunder, the Statutory Auditors of the Company M/s S R D P & Co. (Firm Registration no. 509930C) have served the company for two terms of five consecutive years before the act was notified and will be completing the maximum number of transitional period at this Annual General Meeting. Accordingly, pursuant to section 139(2) of the Companies Act, 2013, they will not be eligible for re-appointment as the auditors of the Company at the ensuing Annual General Meeting. The Board of Directors places on record its appreciation of the valuable services rendered by M/s S R D P & Co., as the Statutory Auditors of the Company.

Accordingly, on the recommendation of Audit Committee the Board of Directors of the Company unanimously, recommends to the shareholders for the appointment of M/s G A M S & Associates LLP, Chartered Accountant (Firm Registration No. 0N500094), as statutory auditors for a period of five consecutive years commencing from the conclusion of this 39<sup>th</sup> AGM till the conclusion of 44<sup>th</sup> AGM pursuant to section 139 of the Companies Act, 2013.

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

**Place: New Delhi  
Date: August 14, 2021**

**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.5: Appointment of Statutory Auditors of the Company and fix their remuneration for a period of five years**

In pursuant to Section 139 of Companies Act, 2013 and the Rules made thereunder, the Statutory Auditors of the Company M/s S R D P & Co. (Firm Registration no. 509930C) have served the company for two terms of five consecutive years before the act was notified and will be completing the maximum number of transitional period at the ensuing Annual General Meeting. Accordingly, pursuant to section 139(2) of the Companies Act, 2013, they will not be eligible for re-appointment as the auditors of the Company at the ensuing Annual General Meeting. The Board of Directors places on record its appreciation of the valuable services rendered by M/s S R D P & Co., as the Statutory Auditors of the Company.

Accordingly, the Audit Committee and the Board of Directors of the Company unanimously, recommends to the shareholders for the appointment of M/s G A M S & Associates LLP., Chartered Accountant (Firm Registration No. 0N500094), as statutory auditors for a period of five consecutive years commencing from the conclusion of 39<sup>th</sup> AGM till the conclusion of 44<sup>th</sup> AGM pursuant to section 139 of the Companies Act, 2013.

Requisite ordinary resolution regarding their appointment is included in item no. 05 of this notice taking into account their credentials and also based on the evaluation of the quality of audit work approval by the members.

#### **Credentials:**

M/s G A M S & Associates LLP (Firm Regn. No. 0N500094) was originally formed as Singla & Associates as partnership firm in the year 1984 founded by Mr. Anil Gupta, Chartered Accountant. The firm has converted its constitution from partnership firm to Limited Liability Partnership in the year 2018 under the Limited Liability Partnership Act, 2008.

The firm has immeasurable experience in the fields of Tax & Regulatory Services, Audit & Assurance Services and Development & Implementation of Accounting System. The firm also undertake the Management Advisory Services and Projects Feasibility services. The firm is a team of professionals Chartered Accountants who have substantial exposure in the above said services.

The firm has associates spread across India, so as to service the needs outside Delhi of its client's. The firm follows the standards on auditing practices as prescribed by the Institute of Chartered Accountants of India. The partners have over the years developed expertise and experience in various areas. Some of the partners also bring with them substantial corporate experience, as they have associated with large corporate houses in various capabilities including heading the finance and accounts for some of them. The partners have extensive exposure to the business areas of software, travel, aviation education, manufacturing and large trading establishments. The cumulative experience of the partners is more than 100 years.

The terms and conditions of appointment of the statutory auditors and the proposed fees are as follows:

- a) **Term of Appointment:** 5 years from the conclusion of this AGM till the conclusion of 44<sup>th</sup> AGM.
- b) **Proposed Fees:** Remuneration for Statutory Audit of ₹ 8 Lakh (Rupees Eight Lakh Only) excluding applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the statutory audit of the Company for the financial year 2021-22. The remuneration payable to the statutory auditors for the remaining tenure of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee.

The proposed fees is be based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 05 of this notice.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 05 of this notice

#### **Item No.06: Appointment of Mrs. Menika Garg (DIN: 08130106) as an Independent Director**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Menika Garg (DIN: 08130106) as an Additional Independent Director of the Company w.e.f. 15<sup>th</sup> January, 2021, for a term of five years and not liable to retire by rotation, subject to approval of the Members at the ensuing Annual General Meeting.

Mrs. Menika Garg (DIN 08130106) aged 33 years is a MBA Finance and CA (Inter) having more than 10 years of experience in the financial area.

She is a versatile personality and result oriented Professional. She is having expertise in financial management, business restructuring, corporate advisory, HR matter and taxation matters.

Further, she served as Independent Director of Alpha Corp Development Private Limited from 24<sup>th</sup> May 2018 to till 14<sup>th</sup> December 2020.

Mrs. Menika Garg is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and not debarred from holding the Office of Director pursuant to any SEBI Order. She has given her consent to act as Independent Director alongwith declaration(s) that she meets with the criteria of independence as prescribed under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). Further, she has also given a declaration affirming that she has registered herself with the Indian Institute of Corporate Affairs and her name is appearing in the Independent Director's data bank and has also qualified the online Proficiency Self-Assessment Test conducted for independent directors by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Menika Garg, fulfills the conditions for appointment as an Independent Director as specified in the Act as well as in the Listing Regulations and is independent of the management.

The Board of Directors at its meeting held on 15<sup>th</sup> January, 2021, on the recommendations of the Nomination and Remuneration Committee, considered that given to her knowledge and experience, her association would be of immense benefit to the Company and it is desirable to appoint Mrs. Menika Garg as an Independent Director. It is therefore, proposed that Mrs. Menika Garg be appointed as an Independent Director for first term of 5 (Five) consecutive years from 15<sup>th</sup> January, 2021 to 14<sup>th</sup> January, 2021.

A copy of the draft letter for appointment of Mrs. Menika Garg as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the Members electronically on the basis of the request being sent to the Company through email at [mail@apisindia.com](mailto:mail@apisindia.com). The information/details about Mrs. Menika Garg as required by the Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings are given in Annexure-A.

Except Mrs. Menika Garg, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

The Board therefore recommends the Special Resolution as set out at Item No.06 of this Notice for your approval.

#### **Item No. 07: Approval of Related Party Transactions with A ONE ENTERPRISES**

In Pursuant to Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, provide that transactions with Related Parties where the aggregate value of transaction(s) amounts to 10% or more of the annual Consolidated turnover of the Company as per last audited financial statements of the Company shall be considered material and will require prior approval of shareholders through ordinary resolution.

Accordingly, transaction(s) entered into with A One Enterprises, Proprietorship of Mr. Amit Anand, Managing Director of the Company ("A One") comes within the purview of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

The value of proposed aggregate transactions with A One Enterprises is likely to exceed the said threshold limit and is expected to be around Rs. 50 Crores per year during the financial years 2021-22, 2022-23 & 2023-24.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by the Company with A One in the financial years 2021-22, 2022-23 & 2023-24.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with A One Enterprises are as follows:

Name of the related party	A One Enterprises
Name of the director or key managerial personnel who is related, if any	Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director are the sons of Mrs. Prem Anand
Nature of relationship	A One Enterprises is a proprietorship firm of Mr. Amit Anand, Managing Director & promoter of the Company are Related Party
Nature, material terms, monetary value and particulars of the contract or arrangements	Contract / agreement to Sale, purchase or supply of goods and services.  Proposed contract value for FY 2021-22, 2022-23 & 2023-24 : Rs.50 Crores per year
Any other information relevant or important for the members to take a decision on the proposed resolution	A One Enterprises, proprietorship firm of Mr. Amit Anand having its principal address at M-58, Ground Floor, Pitampura, New Delhi-110034, having its principal activity of business is Merchant Export of Honey. Mr. Amit Anand having an immense experience of more than 20 years. A-One Enterprises export is Honey in US, Saudi Arab, Bangladesh etc.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested except Mr. Amit Anand, Managing Director of Company, Mr. Vimal Anand, Director of the Company and Mrs. Prem, Anand, Director & Chairperson of the Company, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 7 of this Notice as an Ordinary Resolution

#### **Item No. 08: Approval of Related Party Transactions**

In Pursuant to Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, provide that transactions with Related Parties where the aggregate value of transaction(s) amounts to 10% or more of the annual Consolidated turnover of the Company as per last audited financial statements of the Company shall be considered material and will require prior approval of shareholders through ordinary resolution.

Accordingly, transaction(s) entered into with Kapil Anand Agro Private Limited (“KAAPL”) comes within the purview of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

The value of proposed aggregate transactions with Kapil Anand Agro Private Limited is likely to exceed the said threshold limit and is expected to be around Rs. 35 Crores per year during the financial years 2021-22, 2022-23 & 2023-24.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by the Company with KAAPL in the financial years 2021-22, 2022-23 & 2023-24.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with KAAPL are as follows:

<b>Name of the related party</b>	<b>Kapil Anand Agro Private Limited</b>
Name of the director or key managerial personnel who is related, if any	None
Nature of relationship	By virtue of Kapil Anand Agro Private Limited being an Associate of Anantadrishiti Smart India Private Limited, which is a Subsidiary of the promoter – Apis India Limited are Related Party.
Nature, material terms, monetary value and particulars of the contract or arrangements	Contract / agreement to Sale, purchase or supply of goods and services.  Proposed contract value for FY 2021-22, 2022-23 & 2023-24: Rs.35 Crores per year
Any other information relevant or important for the members to take a decision on the proposed resolution	ANAND AGRO, Established in April 2011 is a fairly new start up in the food processing sector. Headed by Mr. Kapil Anand Arora, who brings with him over 14 years of experience in the food processing/preservation industry, sprouting from a family owned firm (Food Products India, Est.1964) involved in manufacturing and processing of Pickles, Pastes and Honey.  Anand Agro, Proprietorship firm of Mr. Kapil Anand Arora has converted its firm into Kapil Anand Agro Private

	<p>Limited a private limited company incorporated and registered under the Companies Act, 2013 having its CIN: U01114HR2018PTC072549, with its registered office at X 72, Regency Park-2, DLF Phase-IV, Gurgaon, Haryana-122009 in the year 2018.</p> <p>Kapil Anand Agro Private Limited is a state of the art Food Processing Unit, based out of Hathras (U.P), India, being run on the principals of GMP and following all Food Safety norms to comply with the highest standards of Safety, hygiene and quality in the products manufactured.</p> <p>Currently focusing on processing of Garlic and Ginger Pastes and Pickles, they are in the process of adding more lines within the same family of products to provide greater value to their esteem list of clients, some being the largest and the biggest names in the Food industry, globally. Our current processing capacity is over 3000MT annually.</p> <p>Their Mission is to offer the greatest value to our customers by being transparent in our processes and providing them with a product of the highest Quality</p>
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None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 8 of this Notice as an Ordinary Resolution

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

**Place: New Delhi  
Date: August 14, 2021**

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



**ANNEXURE TO ITEM 03 & 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 Ninth (39<sup>th</sup>) Annual General Meeting are as follows:**

<b>Name of the Director</b>	<b>Mrs. Prem Anand</b>	<b>Mrs. Menika Garg</b>
DIN	00951873	<b>08130106</b>
Date of Birth	06.04.1949	10.08.1987
Profile	As per the columns given below	As per the columns given below
Nationality	Indian	Indian
Date of first appointment on the Board	31.01.2019	15.01.2021
Qualifications	Post Graduate	MBA Finance and CA Inter
Expertise in Specific Functional Area	Mrs. Prem Anand is a third generation business lady having more than 51 years of diverse experience in the field of Food Processing, Finance, Administrative, Sales , Marketing, General Management in FMCG and Oil and Gas business.	She has more than 10 years of experience in the financial area and having expertise in financial management, business restructuring, corporate advisory, HR matter and taxation matters.
Number of shares held in the Company (as at March 31, 2021)	11,31,242	Nil
Terms & Conditions of re-appointment	Executive Director liable to retire by rotation	Non-Executive Independent Director not liable to retire by rotation
Remuneration last drawn during F.Y 2020-21	₹ 13.20 Lakhs	Nil
List of Directorships held in other companies as on March 31, 2021	-Modern Herbal Private Limited -APIS Natural Products Private Limited	Nil
No. of Board Meeting attended during the financial year 2020-21	07	01
Chairman/Member of the Committees of the Board of companies in which he/she is a Director	Nil	Audit Committee (Member) Corporate Social Responsibility Committee (Member) Stakeholder Relationship Committee (Member)
Relationship between Directors and KMP of the Company	Mrs. Prem Anand is a relative of Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director of the Company.	None