



APIS INDIA LIMITED

Registered office: 18/32, East Patel Nagar, New Delhi-110008
Tel: 011-4320 6650, Fax: 011-2571 3631; E-mail: mail@apisindia.com
Website: www.apisindia.com; CIN: L51900DL1983PLC164048

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given to the Members of Apis India Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') Secretarial Standard-2 on General Meetings (the 'SS-2'), General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot through Electronic voting (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on Tuesday, March 22, 2022, has appointed Mr. Anand Kumar Singh (Membership No. FCS 10812), Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The instructions for remote e-voting are appended to this Postal Ballot Notice. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent

(FOR) or dissent (AGAINST) through the remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on Thursday, May 05, 2022, failing which it will be considered that no reply has been received from the Members.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or any other person authorized by the Chairperson. The results of Postal Ballot through Remote E-voting shall be declared on or before Saturday, May 07, 2022, at any time before 5.00 p.m. (IST) and will be displayed along with the Scrutinizer's report at the Registered Office as well as communicated to the Stock Exchange and will also be uploaded on the website of the Company www.apisindia.com.

1. Appointment of Mr. Naveen Kumar as a Non-Executive Independent Director of the Company

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

“RESOLVED THAT in accordance with, the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b), Regulation 17(1C) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Naveen Kumar (DIN: 09526920), who was appointed as an Additional Director of the Company with effect from Tuesday, March 22, 2022, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Naveen Kumar (DIN 09526920) as a candidate for the office of Director of the Company and whose candidature has also been recommended by the Nomination and Remuneration Committee, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from Tuesday, March 22, 2022 to Sunday, March 21, 2027 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

2. APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of

Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs.1500 Crores [Rupees One Thousand Five Hundred Crores Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution."

Registered Office:
18/32, East Patel Nagar,
New Delhi-110008
CIN: L51900DL1983PLC164048
Email: mail@apisindia.com
Website: www.apisindia.com
Tel: 011-4320 6650, Fax: 011-2571 3631

By Order of the Board
For Apis India Limited

Vikas Aggarwal
Company Secretary & Compliance Officer
ACS: 30989

Place: New Delhi
Date: March 22, 2022

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts in respect of the aforesaid resolution is annexed hereto. Details of Director whose appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto.
2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolution, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The last date for receipt of votes vide e-voting i.e., Thursday, May 05, 2022 shall be deemed to be the date of passing of the resolutions in accordance with SS-2 on General Meetings.
3. The Postal Ballot Notice is circulated for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. Central Depository Services (India) Limited (“CDSL”) and National Securities Depository Limited (“NSDL”) as on Friday, March 25, 2022 and is also being sent to the Members who already have their e-mail IDs registered with the Company / Registrar and Share Transfer Agent / Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. A person who is not a Member as on Friday, March 25, 2022, should treat this Postal Ballot Notice for information purpose only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.apisindia.com, on the Stock Exchange on which the Equity Shares of the Company are listed i.e. BSE Ltd at www.listing.bseindia.com and the website of CDSL www.evotingindia.com.
4. The Members of the Company whose names appear in the Registrar of Members / List of Beneficial Owners as received from Depositories i.e. CDSL / NSDL as on Friday, March 25, 2022 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company / RTA / Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
5. In terms of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the

Members of the Company. The Company has appointed CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.

6. As per the MCA Circulars on account of the ongoing COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The Company is sending this Postal Ballot Notice in electronic form only. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelop will not be sent to the Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting systems only.
7. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode. Shareholders holding shares in physical form are requested to furnish their e-mail addresses and mobile numbers to the Company's RTA viz. Skyline Financial Services Private Limited at <https://www.skylinerta.com/>
8. The remote e-voting period commences on Wednesday, April 06, 2022 at 9.00 a.m. (IST) and ends on Thursday, May 05, 2022 at 5.00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, March 25, 2022, may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. Members cannot exercise votes by proxy on Postal Ballot.
10. The voting rights of the Members shall be proportionate to their shares in the total paid-up equity share capital of the Company as on Friday, March 25, 2022. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
11. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, from the date hereof upto the last date of remote e-voting i.e. Thursday May 05, 2022. Members seeking inspection may send an email to mail@apisindia.com.
12. Members holding shares in physical form are requested to update their KYC and other relevant details with the Company Registrar and Transfer Agent (RTA), Skyline Financial Services Private Ltd, in compliance to the SEBI Circulars dated November

03, 2021 and December 14, 2021. For any queries in this regard send an e-mail request to RTA at compliances@skylinerta.com.

13. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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/ web sites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. 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.

14. Instructions for members for remote e-voting:

The voting period begins on Wednesday, April 06, 2022 and ends on Thursday, May 05, 2022. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, March 25, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

	<p>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. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders” module.
- c) 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.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • 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 (3).

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) 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.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for Apis India Limited: 220317002 on which you choose to vote.
- k) 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.

- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - m) 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.
 - n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - p) 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.
 - q) **Facility 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 and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
15. Procedure for registering the email address and obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in demat form) or

with Company's RTA viz: Skyline Financial Services Private Limited (in case of Members holding shares in physical form):

- 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 the Company [mail@apisindia.com/ compliances@skylinerta.com](mailto:mail@apisindia.com/compliances@skylinerta.com)
 - b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company on [mail@apisindia.com/ compliances@skylinerta.com](mailto:mail@apisindia.com/compliances@skylinerta.com).
 - c) In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot / e-voting notice may temporarily get their email registered with the Company's RTA Skyline Financial Services Private Ltd by clicking the link <https://www.skylinerta.com/> and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to parveen@skylinerta.com. It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA), Skyline Financial Services Private Ltd, New Delhi.
16. Corporate/ Institutional Members are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at mail@apisindia.com, authorizing its representative(s) to vote.
17. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Details of Directors whose appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2).

Name of Director	Naveen Kumar
Director Identification Number (DIN)	09526920
Date of Birth and Age	October 11, 1991; 30 years
Date of first Appointment on Board	Tuesday, March 22, 2022
Qualification	Chartered Accountant, The Institute of Chartered Accountants of India
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil
Expertise in specific functional areas and experience	<p>Mr. Naveen Kumar is a Chartered Accountant from the Institute of Chartered Accountants of India and Completed his Bachelor’s Degree in Commerce from Delhi University. He has more than 8 year of experience in the field of Accounts, Finance, Taxation and Audit & Assurance. Currently he is working as a Senior analyst in one of the biggest Multinational company.</p> <p>Mr. Naveen Kumar meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:</p> <p>a) Leadership experience of running large enterprise – Experience in leading well-governed large organizations, with an understanding of organizational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.</p> <p>b) Finance and Accounting Experience – Leadership experience in handling financial management of a large organization along with an understanding of accounting and financial statements.</p>

Directorships held in other companies/body corporates (as on the date of Postal Ballot Notice)	Nil
Names of listed entities from which the appointee director has resigned in the past three years	Nil
Chairmanship / Membership of the Committees of Board of other companies/body corporates (including Apis India Limited)	Audit Committee-Member Stakeholder Relationship Committee-Member; & Corporate Social Responsibility Committee-Member
No. of equity shares held in the Company (self and as a beneficial owner)	Nil
No of Meetings attended	Nil
Terms and conditions of appointment/re-appointment	As set out in the Explanatory Statement
Remuneration last drawn in financial year 2020-21	N.A
Remuneration proposed to be paid in calendar year 2022	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.01: Appointment of Mr. Naveen Kumar as a Non-Executive Independent Director of the Company

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Naveen Kumar (DIN : 09526920), aged 30 years, as an Additional Director (Non-Executive-Independent Director) of the Company, with effect from March 22, 2022 under Section 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company.

Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Naveen Kumar shall hold office upto the date of next General Meeting or within a time period of three months from the date of appointment, whichever is earlier. Mr. Naveen Kumar is eligible to be appointed as an Independent Director for a term upto (5) five consecutive years. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. Naveen Kumar.

In the opinion of the Board, Mr. Naveen Kumar fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment. Mr. Naveen Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Mr. Naveen Kumar is a Chartered Accountant (M. No: 557415) from the Institute of Chartered Accountants of India and completed his Bachelor's Degree in Commerce from Delhi University. He has more than 8 year of experience in the field of Accounts, Finance, Taxation and Audit & Assurance. Currently he is working as a senior analyst in one of the biggest Multinational Company.

Mr. Naveen Kumar meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Board of Directors of the Company:

- c) Leadership experience of running large enterprise – Experience in leading well-governed large organizations, with an understanding of organizational systems and processes complex business and regulatory environment, strategic planning and risk management, understanding of emerging local and global trends and management of accountability and performance.
- d) Finance and Accounting Experience – Leadership experience in handling financial management of a large organization along with an understanding of accounting and financial statements.

Post appointment of Mr. Naveen Kumar as an Independent Director of the Company, no Board Meeting was held, hence he has not attended any Board Meeting of the Company.

Mr. Naveen Kumar is not inter-se related with any other Director or Key Managerial Personnel of the Company. Mr. Naveen Kumar does not hold any share in the Company.

A copy of the draft Letter of Appointment for Independent Director is available for inspection through electronic mode, basis the request being sent on mail@apisindia.com.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Naveen Kumar as an Independent Director.

Except Mr. Naveen Kumar, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

The Board of Directors based on the recommendation of the Nomination and remuneration Committee considers the appointment of Mr. Naveen Kumar as an Independent Director in the interest of the Company and recommends the Special resolution at Item No.01 of the accompanying Postal Ballot Notice for the approval of members.

Item No:02: Approval for giving loan or guarantee or providing Security in Connection with loan availed by any of the Company's Subsidiary(ies) or any other person specified under Section 185 Of The Companies Act, 2013

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

Accordingly, the Board of Directors recommend the Special Resolution at Item No.02 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Registered Office:
18/32, East Patel Nagar,
New Delhi-110008
CIN: L51900DL1983PLC164048
Email: mail@apisindia.com
Website: www.apisindia.com
Tel: 011-4320 6650, Fax: 011-2571 3631

**By Order of the Board
For Apis India Limited**

**Vikas Aggarwal
(Company Secretary & Compliance Officer)
ACS: 30989**

**Place: New Delhi
Date: March 22, 2022**