

# **Apis india limited**

(Formerly known as eweb univ  
limited)

**Annual Report**  
**2007-2008**

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## CORPORATE INFORMATION

<p><b>Board of Directors</b></p> <p><b>Chairman</b> Mr. Deepak Anand</p> <p><b>Managing Director</b> Mr. Vimal Anand <del>Whole-time Director</del> Mr. Amit Anand Ms. Prem Anand Mr. Brahm Swarop Diwan</p> <p><b>Independent Non Executive Director</b> Mr. Salil Dhody Mr. Gajinder Dhody Mr. Sushil Gupta Mr. Deepak Chaudhary Mr. Shrinidhi Vats</p> <p><b>Statutory Auditors</b> Arora Rajesh &amp; Associate B- 34, HIG (Near Water Tank) Nand Gram, Ghaziabad - 201003</p> <p><b>Registrar and Transfer Agent</b> Intime Spectrum Registry Limited A-40, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi - 110028 Ph: 011-41410592 Fax: 011-41410591 Email: delhi@intimespectrum.com</p>	<p><b>Bankers</b></p> <p>Canara Bank, B-39, Overseas Branch, Connaught Place, New Delhi-110001</p> <p><b>Registered office</b> 18/32, East Patel Nagar, New Delhi-110008</p> <p><b>Corporate office</b> 18/32, East Patel Nagar, New Delhi-110008</p> <p><b>Works Unit I</b></p> <p>Apis India Limited, Village Bhoglan, Bhoglan Road, Rajpura (Punjab) 140401</p>
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## NOTICE

NOTICE is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Monday, 29<sup>th</sup> September 2008 at 2:30 P.M. at the Registered Office of the Company at 18/32 East Patel Nagar, New Delhi-110008 to transact the following businesses:-

### ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Profit & Loss Account for the year ended March 31, 2008 and the Balance Sheet as on that date together with the Directors' Report & Auditors' Report of the Company for the financial year 2007-08.
2. To appoint a Director in place of Mr. Salil Dhody, who retires by rotation and is eligible for reappointment.
3. To appoint a Director in place of Mr. Amit Anand, who retires by rotation and is eligible for reappointment.
4. To consider and if through fit, pass with or without modification (s), the following resolution for re-appoint and fixation of remuneration of the Statutory Auditors of the Company for the financial year 2008-09 as Ordinary Resolution:-

**"RESOLVED THAT** pursuant to the provisions of Section 224 of the Companies Act, 1956., Arora Rajesh & Associate Chartered Accountants, New Delhi be and are hereby re-appointed as Statutory Auditors of the Company for the Audit of Accounts relating to the Financial Year ending March 31<sup>st</sup>, 2009 and to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such Remuneration as may be decided by the Board of Directors' of the Company"

### SPECIAL BUSINESS:

5. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Deepak Anand as Director of the Company who has been appointed as an Additional Director with effect from February 18, 2008 and in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution :-

**"RESOLVED THAT** pursuant to Section 257 of the Companies Act, 1956, Mr. Deepak Anand be and is hereby appointed as the Director of the Company and shall be liable to retire by rotation."

6. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Deepak Chaudhary as Director of the Company who has been appointed as an Additional Director in the Board Meeting dated June 30, 2008 and in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution :-

**“RESOLVED THAT** pursuant to Section 257 of the Companies Act, 1956, Mr. Deepak Chaudhary be and is hereby appointed as the Director of the Company and shall be liable to retire by rotation.”

7. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Shrinidhi Vats as Director of the Company who has been appointed as an Additional Director in the Board Meeting dated June 30, 2008 and in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution :-

**“RESOLVED THAT** pursuant to Section 257 of the Companies Act, 1956, Mr. Shrinidhi Vats be and is hereby appointed as the Director of the Company and shall be liable to retire by rotation.”

8. To consider and if through fit, pass with or without modification (s), the following resolution for approval of appointment of Ms. Prem Anand as Whole time Director of the Company who has been appointed as an additional Director with effect from February 18, 2008 and has later on appointed as the Whole time Director of the Company by the Board in its Meeting dated April 10, 2008 and in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution :-

**“RESOLVED THAT** subject to the provisions of Section 257, 198, 269, 309, 310, 311, 316, 317, Schedule XIII and other applicable provisions, if any of the Companies Act 1956 , the consent be and is hereby granted to the appointment of Ms. Prem Anand as Whole-Time Director of the Company w.e.f. March 1, 2008 for a period of 5 years ending on February 28, 2013 , whose term in the office shall be liable to retire by rotation, on a monthly remuneration as decided by the Remuneration Committee from time to time

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year of the company during his tenure as Whole time Director of the company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule XIII of the Companies Act 1956 as amended from time to time subject to compliance of provisions thereof

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to comply with all the formalities in this regard”

9. To consider and if through fit, pass with or without modification (s), the following resolution for approval of appointment of Mr. Amit Anand as Whole time Director

of the Company already approved by the Board in its Meeting dated April 10, 2008 and to move the following as Ordinary Resolution :-

**“RESOLVED THAT** subject to the provisions of Section 198, 269, 309, 310, 311, 316, 317, Schedule XIII and other applicable provisions, if any of the Companies Act 1956 , the consent be and is hereby granted to the appointment of Mr. Amit Anand as Whole-Time Director of the Company w.e.f. March 1<sup>ST</sup> , 2008 for a period of 5 years ending on 28<sup>th</sup> February 2013, whose term in the office shall be liable to retire by rotation, on a monthly remuneration as decided by the Remuneration Committee from time to time

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year of the company during his tenure as Whole time Director of the company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule XIII of the Companies Act 1956. as amended from time to time subject to compliance of provisions thereof

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to comply with all the formalities in this regard”

- 10. To consider and if through fit, pass with or without modification (s), the following resolution for approval of appointment of Mr. Brahm Swarop Dewan as Whole time Director of the Company already approved by the Board in its Meeting dated April 10, 2008 and to move the following as Ordinary Resolution :-

**“RESOLVED THAT** subject to the provisions of Section 198, 269, 309, 310, 311, 316, 317, Schedule XIII and other applicable provisions, if any of the Companies Act 1956 , the consent be and is hereby granted to the appointment of Mr. Brahm Swarop Dewan as Whole-Time Director of the Company w.e.f. March 1<sup>ST</sup> , 2008 for a period of 5 years ending on 28<sup>th</sup> February 2013, whose term in the office shall be liable to retire by rotation, on a monthly remuneration as decided by the Remuneration Committee from time to time

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year of the company during his tenure as Whole time Director of the company, the remuneration payable to him shall be in accordance with the limits prescribed in Schedule XIII of the Companies Act 1956 as amended from time to time subject to compliance of provisions thereof

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to comply with all the formalities in this regard.”

- 11. To consider and if through fit, pass with or without modification (s), the following resolution for reclassification of the share capital of the Company and to move the following as Ordinary Resolution :-

**“RESOLVED THAT** pursuant to section 94 and other applicable provisions, if any of the Companies Act, 1956, the authorized share capital of the company be and is hereby re-classified by cancellation of 15,00,000 (Fifteen Lakhs) un-issued equity

shares of Rs 10/- (Rupees Ten) and creation of 1,50,000 (One Lakhs Fifty Thousand) Preference shares of Rs 100/- (Rupees Hundred)”

**RESOLVED FURTHER THAT** pursuant to section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby substituted as follows:-

“V. The Authorised Share Capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs.10/- each and 6,00,000 (Six Lacs) Preference Shares of Rs. 100/- each .”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for giving effect to the abovesaid alteration of Memorandum of Association and to settle any question, difficulty or doubt that may arise in this regard in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company”.

12. To consider and if through fit, pass with or without modification (s), the following resolution for increase in the authorised share capital of the Company and to move the following as Ordinary Resolution :-

**RESOLVED THAT** pursuant to section 94 and other applicable provisions, if any of the Companies Act, 1956 and in addition to the resolution passed earlier, the authorized share capital of the company be and is hereby increased to Rs. 7,70,00,000 divided into 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 7,20,000 (Seven Lacs Twenty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred only) each by increasing 1,20,000 (One Lacs Twenty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred only) each.

**RESOLVED FURTHER THAT** pursuant to section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby substituted as follows:-

“V. The Authorised Share Capital of the Company is Rs. 7,70,00,000/- (Rupees Seven Crores Seventy Lacs only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs.10/- each and 7,20,000 (Seven Lacs Twenty Thousand) Preference Shares of Rs. 100/- each .”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for giving effect to the abovesaid alteration of Memorandum and Article of Association and to settle any question, difficulty or doubt that may arise in this regard in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company”.

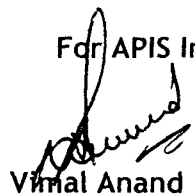
13. To consider and if through fit, pass with or without modification (s), the following resolution for increase in the authorised share capital of the Company and to move the following as Special Resolution :-

“RESOLVED THAT pursuant to section 81(1A) of the Companies Act, 1956 and other applicable provisions, if any, relevant clauses of the articles of association of the company and subject to such other statutory approvals, if any, approval be and is hereby accorded to the company for issuance of 3,50,000 (Three lakh Fifty thousand), 4% Non-Convertible, Preference Shares of Rs. 100 each fully paid up, to M/s Modern Herbals Private Limited and M/s Apis Natural Products Private Limited, in proportionate of and in lieu of the unsecured loan outstanding with the Company

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised either jointly or severally to sign, execute, file all such documents, deeds, agreements, intimations, forms as are required and to do all such acts as are consequential or incidental for carrying into the effect the aforesaid resolutions”

By order of the Board of Directors

For APIS India Limited



Vimal Anand  
Managing Director

Place : New Delhi  
Date : 30.08.2008

**NOTES:-**

1. A member is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member of the Company. The instrument appointing a Proxy should however be deposited at the Registered Office of the Company not later than 48 hours before the time for holding the meeting.
2. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Business set out in the Notice is attached.
3. The details pertaining to the appointment / reappointment of Directors are furnished in statement of Corporate Governance in the Directors' Report/ in the Explanatory Statement attached to the notice.
4. The register of members and the share transfer books of the Company will be closed from September 24, 2008 to September 29, 2008 both days inclusive.



5. All documents referred to in the Notice or in the accompanying Explanatory Statement are open for inspection by the Members at the registered office of the Company between 11:00 a.m and 1:00 p.m. on all working days upto the date of Annual General Meeting.
6. The Member are requested to: -
  - a) Intimate changes if any in their Address to the Company or to the Registrar and Share Transfer Agent of the Company.
  - b) Quote Folio number in all their correspondence with the Company.
  - c) Bring their copies of Annual Report including Attendance slip at the Venue for the AGM.
  - d) You are requested to write at least 05 days prior to the date of AGM, any information that you may desire including on the Annual Accounts of the Company, to enable the Management to keep the information ready.
7. Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company's share transfer Agents.
8. The communication address of our Registrar and Share Transfer Agent (RTA) Intime Spectrum Registry Limited is A-40, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi - 110028.
9. Given below are brief Resumes of those Directors appointed, re-appointed in terms of Clause 49 of the Listing Agreement:-

**Mr. Salil Dhody**

Mr. Salil Dhody is a graduate and an eminent business man. Born on 18.09.1975, in his small age only his achievements in business have proved his worthiness in business and it is believed that his experience and growth strategies would pave for the growth and development of the Company. Neither he is a Director in any other Company nor does he hold any committee membership. He is not having any shareholding in the Company.

**Mr.. Amit Anand**

Mr. Amit Anand was born on 14.06.1973. He is also a graduate and his presence in apiculture industry is almost from a decade. His rich experience and valued thoughts have led the Company on a progressive mode.

He is a Director of Apis Natural Products Pvt. Ltd and Modern Herbals Pvt. Ltd and does not hold any committee membership. Being a promoter Director he holds 37000 shares in the Company.

**Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956.**

**Item No (5, 6 & 7)**

**Mr. Deepak Anand**

Mr. Deepak Anand was appointed as the Additional Director of the Company with effect from 18.02.2008. He due to his experience and know how in the apiculture industry has provided value addition to the growth and development of the Company. He is a business man and has rich experience in apiculture industry. He is a Director of Apis Natural Products Pvt. Ltd and Modern Herbals Pvt. Ltd and is not the member/chairman of committees of the board of any other Company.

**Mr. Deepak Chaudhary**

Mr. Deepak Chaudhary was appointed as the Additional Director of the Company with effect from 30.06.2008. He has been appointed as a Non executive Independent Director of the Company. Being a Professor in Computer Science and information technology, he has IT background which provides the base for growth of Company in the current business scenario. He is not a shareholder of the Company. He is not a Director or holds any membership/chairmanship of committees of the board of any other Company.

**Mr. Shrinidhi Vats**

Mr. Shrinidhi Vats was appointed as the Additional Director of the Company with effect from 30.06.2008. He has been appointed as a Non executive Independent Director of the Company. Being a commerce graduate he and having rich knowledge in business he is a suitable person for being an independent Director of the Company. He is a Director of Art Event & Interior P. Ltd and is not the member/chairman of committees of the board of any other Company.

Other information:

Name of Director	Deepak Anand	Deepak Chaudhary	Shrinidhi Vats
Date of Birth	01.05.1950	27.02.1980	03.07.1974
Qualification	B.A.	M. Tech	B.Com
Directorship held in other Companies Board	2	Nil	1
Shareholding in the Company {Equity Shares}	50000	Nil	Nil

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

All the directors whose appointment/ re-appointment are proposed are interested in the proposal of their own appointment/re-appointment. The Board recommends the above proposal for approval.

**Item No.(8, 9, 10)**

**Ms. Prem Anand**

Ms. Prem Anand has been appointed as additional Director and subsequently appointed as Whole-time Director of the Company pursuant to resolution passed at the Board meeting held on 10<sup>th</sup> April 2008 for a period of 5 years. The appointment as whole-time Director needs to be approved by the shareholders in their meeting so the Directors recommend approval of the resolution as an Ordinary Resolution. Her rich experience in the apiculture industry makes her an competent personal for handling the work of the organization. She is a Director of Apis Natural Products Pvt. Ltd and Modern Herbals Pvt. Ltd and is not the member/chairman of committees of the board of any other Company.

**Mr. Amit Anand**

Mr. Amit Anand has been appointed as Director and subsequently appointed as Whole-time Director of the Company pursuant to resolution passed at the Board meeting held on 10<sup>th</sup> April 2008 for a period of 5 years. The appointment as whole-time Director needs to be approved by the shareholders in their meeting so the Directors recommend approval of the resolution as an Ordinary Resolution.

Other details with his reference have already been provided it the notice above.

**Mr. Brahm Swarop Diwan**

Mr. Brahm Swarop Diwan has been appointed as Director and subsequently appointed as Whole-time Director of the Company pursuant to resolution passed at the Board meeting held on 10<sup>th</sup> April 2008 for a period of 5 years. The appointment as whole-time Director needs to be approved by the shareholders in their meeting so the Directors recommend approval of the resolution as an Ordinary Resolution.

Mr. Dewan is a B.Com (H) from an eminent university. His great managing skills and foresightedness provides an oppornuity for the growth and progress of the Company.

He is a Director of Safe Security Financial P. Ltd and is not the member/chairman of committees of the board of any other Company.

Other information:

<b>Name of Director</b>	Prem Anand	Amit Anand	Brahm Swarop Diwan
<b>Date of Birth</b>	06.04.1949	14.06.1973	10.10.1967

Qualification	Under Graduate	Graduate	B.Com (H)
Directorship/Committee Membership held in other Companies Board	2	2	1
Shareholding in the Company {Equity Shares}	50000	37000	4300

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

All the directors whose appointment/ re-appointment are proposed are interested in the proposal of their own appointment/re-appointment. The Board recommends the above proposal for approval.

### Item No (11 & 12)

The present authorised share capital of the company is Rs. 6,50,00,000 (Rupees Six Crores Fifty Lakhs only) divided into 20,00,000 equity shares of Rs. 10 each and 4,00,000 preference shares of Rs. 100 each. The Company has in the month of February, taken over a proprietorship firm held by Ms. Prem Anand and has initiated its business activities with a new zeal and confidence. To take up future business prospects and encash the booming market of honey business, the company is going to raise the funds via preference share capital.

The present authorized capital of the company depicts an extra of Equity share capital with is more than required for the present needs of the Company and the authorised preference share capital is insufficient with respect to the future needs therefore the equity authorized capital of the company is required to be reclassified into preference share capital and further preference share capital is required to be increased.

Further the prospective investors are interested in investing in the company in the form of Preference shares. In order to make the provision for the Preference Shares, the authorized capital of the company is needed to be reclassified into preference shares and equity shares.

Your directors recommend this resolution at Item 11 & 12. for approval of members.

None of the directors of the company is in any way concerned or interested in the proposed resolution.

### Item (13)

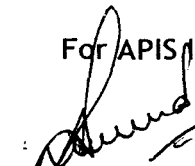
With the proposal to increase the capital base of the Company; the Company has approached M/s Modern Herbals Private Limited and M/s Apis Natural Products Private Limited, the unsecured loan holders of the Company to accept the preference share capital of the Company in lieu of the unsecured loan due to them. Keeping in view the growing prospects of the Company, the said companies have agreed to accept 3,50,000 4% Non convertible preference shares of Rs. 100 each.

Your directors recommend this resolution at Item 13 for approval of members.

The directors of the company are concerned and interested in the proposed resolution till the extent of their shareholding in the proposed allottees.

By order of the Board of Directors

For APIS India Limited



Vimal Anand  
Managing Director

Place : New Delhi  
Date : 30.08.2008

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present Directors Report along with the Management Discussion and Analysis Report and the Statements of Accounts for the year ended March 31, 2008.

### COMPANY'S PERFORMANCE:

The Financial highlights of the Company are given below: -

(Amount in Rs.)

Particulars	31.03.2008	31.03.2007
Net Sales/Income from Operations	13,54,25,133	Nil
Other Income	3,85,885	Nil
Interest & Finance Charges	16,94,104	1,739
Depreciation	69,618	3,42,417
Profit before Tax	5,486,207	(849,936)
Provision for Tax	6,73,562	-
Profit after Tax	4,812,555	(849,936)
Paid up Equity Share Capital(Face Value of Rs.10/- each)	2,490,000	2,490,000
Reserves excluding revaluation reserves	-	-
Basic and diluted EPS (in Rs not annualized)	19.33	(3.41)

## Dividend

Considering the future expansion plans of the Company, the Board of Directors does not recommend any dividend for the financial year ending March 31, 2008.

## Name change

The Company has, during the year changed its name from Eweb Univ Limited to Apis India Limited. The object behind the name change was the intrusion of the Company in the agriculture industry, particularly dealing with apiculture. The Company has generated almost all of its revenue due to the current business activity only.

## PERFORMANCE REVIEW:

There has been tremendous increase in revenue during the period under review. The Company was inoperative till the last year however, this year it has been able to achieve the net sales of Rs. 1354.25 Lakhs and the income from operations has increased to Rs.3.85 lakhs. The Company has been able to earn a Net Profit (after tax) of Rs.48.13 lakhs as against no profit of the last year. The balance of loss to be carried forward to the balance sheet has declined to Rs. 314.47 lakhs as against 362.59 lakhs of the last year.

## INDUSTRY STRUCTURE AND DEVELOPMENTS

Being into the business of rearing and hiving honey bees for the purpose of generation and export of honey the Company basically carries on the business of apiculture and falls in the agricultural industry. The business offers wide and brighter opportunities of growth for the Company in the coming future.

## Business prospects

Your Company has, in the month of February 2008, taken over an undertaking viz. APIS (INDIA) NATURAL PRODUCTS, a proprietorship firm which was also dealing with

Apiculture business. The business of the Company has achieved a tremendous boom after taking over the said firm.

Besides, the Company is continuously focusing at identifying further avenues for the growth and development of the business of the Company and taking steps for expanding its business at identified business locations.

## **OUTLOOK**

The Company is looking forward for a brighter and better future with respect to the business opportunities and profitability.

The shares of the Company are currently suspended for trading at the Bombay Stock Exchange. The Company is making tremendous efforts to get its suspension revoked and start trading of the shares of its Company in order to create better worth of money for its stake holders.

## **SUBSIDIARY COMPANY:**

The Company has no subsidiary as on date.

## **INTERNAL CONTROL:**

The company has adequate Internal Control Systems, which provide, inter-alia, reasonable assurances of recording the transactions of its operations in all material respects and providing protection against misuse or loss of Company Assets.

## **RECOGNITION/AWARD:**

The company has taken over one of the proprietary unit M/S Apis India Natural Products w.e.f 21.02.08 M/S Apis India Natural Products was the unit dealing in Honey in domestic & export market & the unit has been awarded Bronze Trophy for Export excellence in recent three years (Annual Export Awards for FY 2003-04, 2004-05 & 2006-07) by APEDA, the Export Promotion Council.



**LISTING:**

The Equity Shares of your Company are listed with Bombay Stock Exchange Limited, however due to non fulfillment of certain listing compliances the shares of the Company have been suspended for trading therein.

The Company trying for revocation of the trading suspension.

**INDUSTRIAL RELATIONS:**

As on March 31, 2008, in all there were 56 employees on the rolls of the Company. Of these, 14 were at the Executive level and the remaining 42 in non-executive level. Apart from them, the workers have been appointed through Contractors.

Industrial relations situation in various units of the Company continued to be cordial and peaceful.

**RISK MANAGEMENT:**

Your Company has laid down procedures to inform the Board members about the risk assessment and risk minimization procedures. Your Company promotes strong ethical values and high level of integrity in all its activities, which in itself is significant risk mitigation.

**Upcoming Opportunity**

The Company has recently entered into agreement with Bharti Walmart for bottling which provides a great opportunity for the future progress of the company.

Besides the Company is trying to identify new opportunity for bottling in Europe, USA and Middle East.

## Threats

Due to high inflammation the cost of Packing Material has gone up tremendously. But your Company is continuously negotiating with the existing buyers to get the requisite price hike. Other than that a Volatile dollar is always a threat for the business but we are trying to take position to secure ourselves.

## PARTICULARS OF EMPLOYEES:

No information regarding particulars of Employees required to be reported under Section 217(2A) of the Companies Act, 1956 is provided since none of the Employees of the Company is drawing remuneration in excess of the limits prescribed therein.

## ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

Requisite information is given in the statements placed at Annexure "A".

## INSURANCE:

All the properties of the Company including Plants & Machinery, Stocks etc. have been adequately insured.

## ISSUE OF SHARES:

During the year the Company has issued 3,66,433 4% Redeemable Non Convertible Cumulative Preference Shares of Rs.100/- each to the proprietor of the firm named "APIS (INDIA) NATURAL PRODUCTS" as a consideration towards the purchase of the firm.

Consequently the share capital of the Company has increased to Rs.3,91,33,300/-.

The Company has further proposed to issue 3,50,000 4% preference share of Rs. 100/- each to its unsecured loan holders pursuant to the reclassification and increase in the authorised share capital as proposed before the forthcoming annual general meeting.

**DEPOSITS:**

The Company has not accepted any Deposits within the meaning of Section 58A of the Companies Act, 1956 and rules made there under.

**DIRECTORS:**

Shri. Amit Anand and Shri Salil Dhody, Directors, Retire by Rotation at the forthcoming Annual General Meeting on September 29, 2008 and being eligible, offer themselves for re-appointment.

During the year Mr. Deepak Anand, Ms. Prem Anand, Mr. Deepak Chaudhary and Mr. Shrinidhi Vats were appointed as the additional Directors of the Company who hold the office till the ensuing Annual General Meeting of the company. Notice under Section 257 of the Companies Act, 1956 has been received from the members of the Company proposing their appointment as the Director of the Company.

Further Ms. Prem Anand, Mr. Amit Anand and Mr. Bharm Swaroop Diwan were appointed as the Whole time Director of the Company during the financial year, the confirmation of which has been sought from the shareholders during the ensuing Annual General Meeting.

**AUDITORS:**

The Company has received a requisite certificate pursuant to Section 224(1B) of the Companies Act 1956 from M/s Arora Rajesh & Associate, Chartered Accountants, Statutory Auditors of the Company regarding their eligibility for re-appointment as Auditors, who retire at the Annual General Meeting on September 29, 2008 and are eligible for re-appointment.

**CORPORATE GOVERNANCE:**

A separate Section on Corporate Governance forming part of the Directors' Report and the Certificate confirming on Corporate Governance for the period of February 20,

2008 to March 31, 2008 from AMJ & Associates, Company Secretaries, Delhi is attached hereto and forms part of this report.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to Section 217(2AA) of the Companies Act, 1956, in relation to financial statements for the Financial Year ending March 31<sup>st</sup> 2008, the Board of Directors report that: -

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of Affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 safeguarding of the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts on a going concern basis.

**CAUTIONARY STATEMENT:**

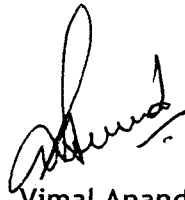
Statement in this report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Although we believe our expectations are based on reasonable assumptions, these forward-looking statements may be influenced by numerous risks and uncertainties that could cause actual outcomes and results to be materially different from those expressed or implied.

**ACKNOWLEDGEMENT:**

We would like to thank all our Shareholders, Government, Bankers and various other Statutory Authorities for the faith reposed in us and in supporting us in our endeavor.

Last but not the least, the Board is extremely thankful to all the Customers who have been a source of strength in our growth progress and we would like to express our gratitude to them.

**For Apis India Limited**



**Vimal Anand**



**Amit Anand**

Place : New Delhi

Date : 30.08.2008

**Managing Director Whole time Director**

## Annexure A

## FORM A of "THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988"

Power and fuel Consumption	2007-08	2006-07
<b>Electricity</b>		
<b>Purchased</b>		
• Unit	21687	NIL
• Total Amount (in Rs.)	83486	NIL
• Rate/Unit	3.85	NIL
<b>Furnace Oil</b>		
• Quantity (Ltr)		NIL
• Total cost (in Rs.)		NIL
• Average rate		NIL
<b>HSD</b>		
• Quantity (Kgs)	3148	NIL
• Total cost (in Rs.)	96592	NIL
• Average rate	30.68	NIL
<b>Wood</b>		
• Qty (Kgs)	63715	NIL
• Total Cost (in Rs.)	184771	NIL
• Average Rate	2/90	NIL

## Form for disclosure of particulars with respect to technology absorption

### Research and Development(R & D)

We are engaged in the Agriculture Industry. We source most of our products from other suppliers/distributors and local vendors. We have our Manufacturing unit located at Apis India Limited, Village Bhoglan, Bhoglan Road, Rajpura (Punjab)-140401, where we have not imported any technology during the financial year 2007-08.

- |   |                  |
|---|------------------|
| 1. Specific areas in which R & D carried out by the company   | -                |
| 2. Benefits derived as a result of the above R & D            | -                |
| 3. Expenditure on R& D  | -                |
| a) Capital  |                  |
| b) Recurring  | Rs. 13119        |
| c) Total  | Rs. <u>13119</u> |
| d) Total R & D expenditure as a percentage of total turnover. |                  |

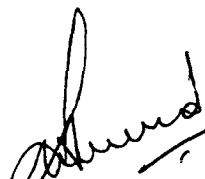
### Technology absorption, adaptation and innovation :

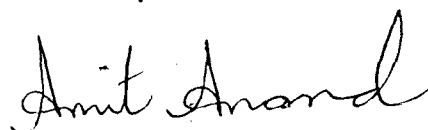
- Technology imported -
- Year of import -
- Has technology been fully absorbed? -

**Foreign Exchange Earnings and outgo**

Particulars	2007-08	2006-07
<b>Foreign Exchange Outgo</b>		NIL
• Traveling	1.14 Lacs	NIL
• Consultancy		NIL
• Others		NIL
<b>Imports</b>		NIL
• Raw Materials	78.06 Lacs	NIL
• Finished Goods		NIL
• Capital Goods		NIL
• Others		NIL
<b>Foreign Exchange Earnings</b>		NIL
• Earnings in foreign exchange	558.42 Lacs	

For Apis India Limited

  
Vimal Anand



Amit Anand

Place : New Delhi

Date : 30.08.2008

Managing Director Whole time Director



AMJ & ASSOCIATES  
Company Secretaries

D-70, Ground Floor, Shakarpur,  
Delhi- 110092  
Ph. 011-42418538, 9811593878  
manoj\_acs@rediffmail.com

AUDITORS REPORT ON CORPORATE GOVERNANCE

NEW DELHI

We have examined the compliance of Corporate Governance by Apis India Limited (Formerly known as Eweb Univ Limited) for the period starting from February 20, 2008 till March 31, 2008 as stipulated by Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the provisions relating to Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given us, we certify that the Company has complied in all material aspects with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement to the extent it was applicable on the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 30.08.2008  
Place: New Delhi

For AMJ & Associates  
(Company Secretaries)



*Manoj Jain*  
(Manoj Kumar Jain)  
Partner  
C.P.NO. - 5629

## REPORT ON CORPORATE GOVERNANCE

The paid up capital of the Company increased to more than Rupees Three Crores only upon allotment made in the general meeting dated February 20, 2008; hence the applicability of Clause 49 of the Listing Agreement i.e. Corporate Governance Clause of the Listing Agreement became applicable on the Company in the month of February 2008 only. The report is hence prepared on the basis of the compliance done by the Company on a proportionate basis and in accordance with the Clause 49 of the Listing Agreement.

### COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy is responsive to the aspirations of customers, suppliers, lenders, employees, the shareholders and the expectations of the society and at the same time attain highest level of transparency, accountability and integrity. This objective extends not merely to meet with statutory requirements but also to go beyond them by putting into place procedures and systems which are in accordance with best practices for governance.

### BOARD OF DIRECTORS

The size and composition of the Board of Directors confirms the requirement of Listing Agreement. The Board of Directors comprises of Chairman, Managing Director, Whole-time and other Directors.

The Composition of Board of Directors is as follows: -

Non-executive Promoter Director - Chairman	:	Deepak Anand
Executive Promoter Director	:	Vimal Anand Amit Anand Prem Anand
Executive Director	:	Brahm Swarop Diwan
Independent Non-Executive Directors	:	Salil Dhody Gajinder Paul Dhody Sushil Gupta Deepak Chaudhary Shrinidhi Vats

The Chairman of your Company Mr. Deepak Anand, is a Non Executive Director.

#### BOARD MEETINGS

During the Financial Year 2007-08, 15 Board Meetings were held as per following details:-

S. No.	Date of Board Meeting	S. No.	Date of Board Meeting
1.	30 <sup>th</sup> April 2007	2.	8 <sup>th</sup> May 2007
3.	26 <sup>th</sup> May 2007	4.	1 <sup>st</sup> June 2007
5.	8 <sup>th</sup> June 2007	6.	26 <sup>th</sup> July 2007
7.	28 <sup>th</sup> August 2007	8.	29 <sup>th</sup> October 2007
9.	21 <sup>st</sup> November 2007	10.	25 <sup>th</sup> January 2008
11.	8 <sup>th</sup> February 2008	12.	16 <sup>th</sup> February 2008
13.	20 <sup>th</sup> February 2008	14.	17 <sup>th</sup> March 2008
15.	21 <sup>st</sup> March 2008		

Composition of Board of Directors and their Attendance in the Board Meetings held as specified above -

Name of Director	Designation	No. of Board Meetings		Attendance at last AGM 29.09.07	No. of other Directors	Committee Membership	Committee Chairmanship
		Held	Attended				
Vimal Anand	Chairman/ Managing Director	15	15	Yes	2	Audit, Shareholders Grievance	-
Salil Dhody	Independent Director	15	11	Yes	Nil	Audit, Shareholders Grievance	-
Gajinder Paul Dhody	Independent Director	15	15	Yes	Nil	-	Audit
Amit Anand	Whole time Director {upto 28-02-2013}	15	13	Yes	2	-	-
Brahm Swarop Diwan	Independent Whole Time Director {upto 28-02-2013}	10	07	Yes	1	-	-
Sushil Gupta	Independent Director	10	08	Yes	Nil	-	-
Deepak Anand	Non-Executive Director	03	03	Not applicable	2	-	Shareholders Grievance
Prem Anand	Non-Executive Whole Time Director {upto 28-02-2013}	03	02	Not applicable	2	-	-

Mr. Deepak Chaudhary and Mr. Shrinidhi Vats were appointed as the additional Directors of the Company w.e.f June 30, 2008.

#### **INTERSE RELATIONSHIP AMONGST DIRECTORS**

Mr. Vimal Anand and Mr. Amit Anand are sons of Mr. Deepak Anand while Ms. Prem Anand is the wife of Mr. Deepak Anand.

#### **COMMITTEES OF THE BOARD**

The Company has constituted Audit Committee, Remuneration Committee and Investor's Grievances' Committee as per Clause 49 of the Listing Agreement. The decision regarding the constitution of the Committee, appointment of members of the Committee are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and attendance, are provided below: -

#### **AUDIT COMMITTEE**

The Company has constituted an Audit Committee of Directors on 17<sup>th</sup> March 2008 as mandated under the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The Constitution of the Audit Committee as on 31.03.2008 is as follows: -

<b>Name of the Member</b>	<b>Designation</b>	<b>Chairman/Member</b>
Gajender Paul Dhody	Independent Director	Chairman
Vimal Anand	Managing Director	Member
Salil Dhody	Independent Director	Member

One meeting of the audit committee was held on 17<sup>th</sup> March 2008 which was attended by all the members of the committee.

#### Functions of the Audit Committee

The functions and powers of the Audit Committee are as specified in Clause 49 of the listing agreement entered with the Bombay Stock Exchange Ltd.

Minutes of the Audit Committee Meetings are placed in the Board from time to time.

#### SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Shareholders'/Investors' Grievance Committee comprises of two Non-Executive Directors. The Shareholders'/Investors' Grievance Committee was constituted on 17<sup>th</sup> March 2008. The Constitution of the Shareholders'/Investors' Grievance as on 31.03.2008 is as follows:-

Name of the Member	Designation	Chairman/Member
Deepak Anand	Non-Executive Director	Chairman
Vimal Anand	Executive Director	Member
Salil Anand	Non-Executive Director	Member

One meeting of the shareholders and investor grievance committee was held on 21<sup>st</sup> March 2008, which was attended by all the members of the committee.

The responsibilities of the Shareholders'/ Investors' Grievance Committee is to supervise the mechanism of investor grievance redressal and to ensure cordial investor relations.

This Committee also approves/rejects the applications for share transfers/transmission/duplicate/split/consolidation etc.

**COMPLIANCE OFFICER:**

Mr. Gajender Dhody has been appointed as the Compliance Officer of the Company.

**GENERAL BODY MEETINGS:**

The last two Annual General Meetings of the Company were held as under:

The details of the last two Annual General Meetings are as follows:-

Financial Year	Category	Venue	Date	Time
2006-07	AGM	18/32 East Patel Nagar, New Delhi-110000	29.09.2007 (Saturday)	11.00 A.M.
2005-06	AGM	15, 29 Shah Industrial Estate, Andheri (W), Mumbai - 400058	12.09.2006 (Tuesday)	09.30 A.M.

**Other Disclosures:**

The Company has complied with the requirements of Stock Exchanges.

There were no materially significant related party transactions with its Promoters, Directors, the management or relatives that have a potential conflict with the interest of the Company at large.

The Managing Director and the CFO have certified to the Board, Compliance in respect of all matters specified in sub clause V of the clause 49 of the listing Agreement regarding CEO/CFO certification.

The company has complied with all the mandatory compliances of the report.

**Stock Market Price Data:**

The shares of the company have been suspended for trading from the Bombay Stock Exchange at present, hence there is no information with reference to the high and low Prices of the Company's Shares at the Bombay Stock Exchange.

**Registrar and Share Transfer Agent**

Intime Spectrum Registry Limited  
A-40, Naraina Industrial Area,  
Phase-II, Near Batra Banquet Hall,  
New Delhi - 110028  
Ph: 011-41410592  
Fax: 011-41410591  
Email: delhi@intimespectrum.com  
Website: [www.intimespectrum.com](http://www.intimespectrum.com)

**Dematerialization of Shares and Liquidity-**

The shares of the Company are not available in dematerialized mode as on date. However the Company is in process of getting its shares converted into Demat mode and to seek for revocation of suspension of trading of the Company's shares.

**Liquidity**

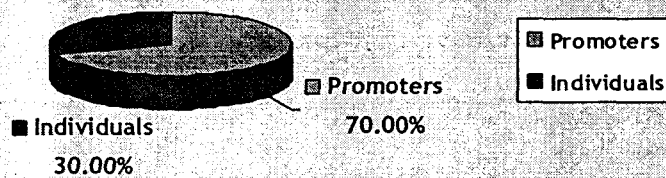
The shares of your company are currently not traded at the Bombay Stock Exchange.



## Shareholding Pattern as on 31.03.2008

Category of shareholder	Share Holders.		Share Amount (Rs.)	
	No. of Shareholders	Percentage of Shareholders	No. of shares	Percentage of Shares
(A) Shareholding of Promoter Group				
Individuals	4	18.18	174300	70
(B) Public Shareholding				
- Individuals	18	81.82	74700	30
Total Public Shareholding	22	100	249000	100
Total {A+B}	22	100	249000	100

Share holding Pattern



Distribution Schedule as on 31<sup>st</sup> March 2008

Shares holding of nominal value of (Rs.)	Shareholders Number	Shareholders Percentage of total	Total (in Rs.)	Percentage to total
2,501-5,000	7	31.81	28,050	11.26
5,001-10,000	6	27.28	37,050	14.87
10,001-20,000	Nil	Nil	Nil	Nil
20,001-30,000	Nil	Nil	Nil	Nil
30,001-40,000	2	9	74300	29.84
40,001-50,000	2	9	1,00,000	40.17
<b>Total</b>	<b>22</b>	<b>100.00</b>	<b>2,49,000</b>	<b>100.000</b>

Monthly high-low data graph of the share prices of the Company's equity shares during 2006-07 on the Bombay Stock Exchange (BSE) are not available since the shares of the company are not undergoing trading at present.

**Code of Conduct:**

The Company's Code of Conduct, as adopted by the Board of Directors, is applicable to all the Directors, Senior Management and Employees of the Company. The Managing Director confirms and affirms compliance with the Company's code of Conduct for the year ending 31<sup>st</sup> March 2008. The Code is derived from three essential and basic principles, which form the ingredient of a growing company viz. Good Corporate Governance, Good Corporate Citizenship and Good Ethics.

**SEBI prevention of Insider Trading:**

With SEBI imposing the responsibility of "Prohibition of Insider Trading" on the Organization, the Board has designed a Code of Conduct strictly in accordance with the Model Code of Conduct prescribed by SEBI. The Code, besides other relevant matters, prohibits as insider from dealing in the shares of the company, while in possession of the unpublished price sensitive information in relation to the Company. Further, the Trading windows for dealing in shares of the company is periodically closed for the Directors and Employees of the company as per the Insider Trading code in force in the company.

**Risk Management Policy**

During the year the company has laid down the risk management policy defining the risk assessment and minimization procedures of the company.

The purpose to the policy is to periodically review the risk assessment in order to ensure that the executive management controls risk through means of a properly defined framework.

**General Shareholders Information:****Annual General Meeting**

Date : Monday the 29<sup>th</sup> September 2008  
Time : 2:30 P. M.  
Venue : 18/32 East Patel Nagar, New Delhi-110008

**Book Closure**

The Date of Book closure will be 24<sup>th</sup> September 2008 to 29<sup>th</sup> September 2008 {both days inclusive}.

**Dividend**

Considering the future expansion plans of the Company, the Board of Directors does not recommend any dividend for the financial year ending March 31, 2008.

Internet Access: [www.apisindia.com](http://www.apisindia.com)

The website of the Company contains all relevant information about the Apis Family. The Company is in process of updating of its site to meet the statutory compliances.

**Plant Locations:**

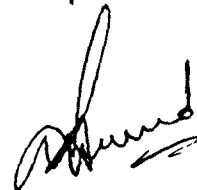
The location of the works of the Company is specified below:-

Apis India Limited, Village Bhoglan, Bhoglan Road, Rajpura (Punjab) 140401.

Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity - Not Applicable

The Company has not adopted for any of the non-mandatory requirement on Corporate Governance recommended under Clause 49 of the Listing Agreement.

**For Apis India Limited**



**Vimal Anand**

**Managing Director**

Place : New Delhi

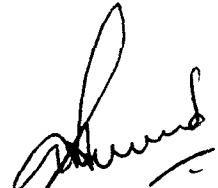
Date : 30.08.2008

**DECLARATION**

I hereby confirm that all the Board Members and senior management personnel of the company have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the period from 20<sup>th</sup> February 2008 to 31<sup>st</sup> March 2008 in terms of Clause 49(I)(D)(ii) of the Listing Agreement with the Stock Exchanges.

Place : New Delhi

Date : 30<sup>th</sup> August 2008



Vimal Anand

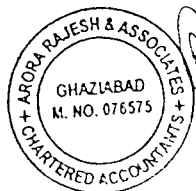
Managing Director



## Auditors' Report

To  
The Members of Apis India Limited  
(Previously known as eWeb Univ Limited)

1. We have audited the attached Balance Sheet of **Apis India Limited**, as at March 31, 2008 and also the Profit and Loss account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, and on the basis of such checks of the books and records of the company as we considered appropriate and the information and explanations given to us during the course of audit, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
  - iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards





referred to in sub-section (3C) of section 211 of the Companies Act, 1956, to the extent applicable;

- v. On the basis of the written representations received from the directors, as on March 31, 2008, and taken on record by the Board of directors, we report that none of the directors is disqualified as on March 31, 2008 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- vi. **Attention is invited to Note No. 1 A 3 to Schedule 18 regarding preparation of accounts on a going concern basis.** Subject to the above, In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
- a) in the case of the balance sheet, of the state of affairs of the Company as at March 31, 2008;
- b) in the case of the profit and loss account, of the profit for the year ended on that date; and
- c) in the case of cash flow statement, of the cash flows for the year ended on that date.

For Arora Rajesh & Associates  
Chartered Accountants

Rajesh Arora  
Proprietor  
M. No. 076575

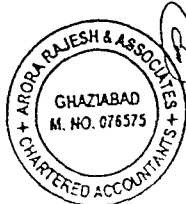


Place: New Delhi  
Dated: 30<sup>th</sup> August 2008



REFERRED TO IN PARAGRAPH (3) OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS OF APIS INDIA LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2008:

1. In respect of its fixed assets
  - a) The Company is compiling records showing full particulars including quantitative details and situation of fixed assets and the same are currently being updated.
  - b) As explained to us, the major portion of fixed assets was physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company and nature of its assets. As informed & according to our opinion its not feasible to comment whether material discrepancies were noticed. on such physical verification as records are currently being updated.
  - c) In our opinion, the company has disposed of substantial part of fixed assets during the year, but the going concern status of the company is not affected.
  
2. In respect of its inventories
  - a) Physical verification of Inventory has been conducted at reasonable intervals by the management.
  - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) On the basis of our examination of the records of inventory and according to the information and explanations given to us, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records, though insignificant, have been properly dealt with in the books of account.
  
3. In respect of loans, secured or unsecured, granted or taken by the company to / from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956:
  - a) The company has granted loan to following firms covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year and the year end balance of loans granted to such parties was as under: -





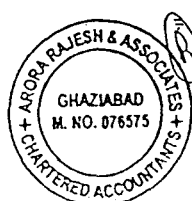


S No	Particulars	Maximum Outstanding during the year	Balance at the end of the year
1	Mr. Deepak Anand	1201380	0
2	Mrs. Manisha Anand	157429	157429
3	Mrs. Prem Anand	854599	0

- b) According to the information and explanation given to us, we are of the opinion that the rate of interest and terms of conditions of loans given by the company are prima facie prejudicial to the interest of the company on account of following reasons: i) the company has granted loans interest free and ii) there are no covenants with regard to the repayment of loan.
- c) The loans granted are repayable on demand. As informed, the company has not demanded repayment of any such loan during the year, thus there has been no default on the part of the parties to whom the money has been lent. The loan given is interest free.
- d) Based on our audit procedures and the information and explanations made available to us, in case where overdue amount is more than Rupees One Lakh, reasonable steps have been taken by the company.
- e) The company has taken loan from following firms covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year and the year end balance of loans granted to such parties was as under: -

		Maximum Outstanding during the year	Balance at the end of the year
1	Mr. Amit Anand	2000000	1338391
2	Mr. Vimal Anand	90000	69815
3	Mrs. Prem Anand	271491	30942
4	M/s Modern Herbals Private Limited	15514385	15514385
5	M/s Apis Natural Products Private Limited	19543948	19543948

The unsecured loans of Rs. 3.50 crores taken from Sh. Y.C. Vaidya, Director, and M/s Associated Techno Plastics Pvt Limited, a body corporate wherein





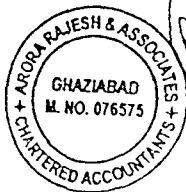
# Arora Rajesh & Associates

Chartered Accountants

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Sh. Y.C. Vaidha is a majority stake holder and a director thereof been assigned by Mr. Y. C. Vaidya and M/s Associated Techno Plastics Pvt Limited in favour of new parties namely M/s Apis Natural Products Private Limited and M/s Modern Herbals Private Limited, related and controlled by new management. The same has been duly accepted and acknowledged by the company during the year 2006-07 & been continued.

- f) In our opinion and according to the information and explanations given to us, the loan taken by the company is interest free and other terms and conditions are not prima facie prejudicial to the interest of the company.
  - g) In respect of the loan taken by the company, the same is interest free and there are no stipulations as regards repayment of principal amounts.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. In respect of contracts or arrangements referred to in section 301 of the Act
- a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section.
  - b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the companies act 1956 are made at price which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public within the meaning of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and rules framed there under.
7. The provisions relating to internal audit are not applicable during the year to company.



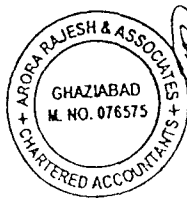


# Arora Rajesh & Associates

Chartered Accountants

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8. To the best of our knowledge and as explained, the central government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 for the products of the company.
9. In respect of statutory dues:
  - a) According to the information and explanation given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it during the year.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, cess and other undisputed statutory dues were in arrears, as at 31<sup>st</sup> March 2008, for a period of more than six months from the date they became payable.
  - c) According to the information and explanation given to us, no dues outstanding of sales-tax, Investor education and protection fund, income-tax, custom duty, wealth-tax, excise duty and cess on account of any dispute:
10. Based on an overall examination of the Balance Sheet, in our opinion, the accumulated losses of the company at the end of the financial year are more than fifty percent of its net-worth. The company has not incurred cash losses during the financial year covered by our audit whereas in the immediately preceding financial year the company had incurred cash loss.
11. Based on our audit procedures and as per the information and explanations given by the management, the Company has not defaulted in repayment of any dues to a financial institution, banks or debenture holders.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.





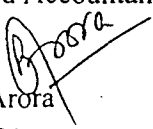
# Arora Rajesh & Associates

Chartered Accountants

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14. In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The company did not have any term loans outstanding during the year.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
18. During the year, the Company has made preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956. In our opinion, the price at which shares have been issued is not prejudicial to the interest of the company.
19. The Company did not have any outstanding debentures during the year.
20. The Company has not raised any money through a public issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For Arora Rajesh & Associates  
Chartered Accountants

  
Rajesh Arora  
Proprietor  
Membership No. 076575

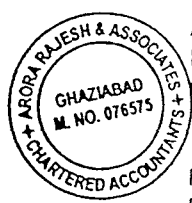


Place: New Delhi  
Dated: 30<sup>th</sup> August 2008

**Apis India Limited (Previously known as eWeb Univ LIMITED)**  
**BALANCE SHEET AS AT 31st MARCH, 2008**

PARTICULAR	SCHEDULE	31st March, 2008 RUPEES	31st March, 2007 RUPEES
<b>I. SOURCES OF FUNDS</b>			
Shareholders Funds:			
Share Capital	1	39,133,300	2,490,000
Loan Funds:			
Secured Loans	2	47,531,336	
Unsecured Loans	3	74,574,640	35,058,333
	<b>TOTAL</b>	<b>161,239,276</b>	<b>37,548,333</b>
<b>II. APPLICATION OF FUNDS</b>			
Fixed Assets:	10		
Gross Block		9,121,209	
Less: Depreciation		69,618	
Net Block		9,051,591	7,469,480
Current Assets, Loans & Advances:			5,805,190
Closing Stock	4	100,537,962	
Sundry Debtors	5	64,677,284	
Cash & Bank Balances	6	6,426,035	34,045
Loans & Advances	7	21,126,385	21,381
		192,767,666	55,426
Less : Current Liabilities & Provisions Liabilities	8	72,159,635	431,192
		72,159,635	431,192
<b>Net Current Assets</b>		<b>120,608,031</b>	<b>(375,766)</b>
Miscellaneous Expenditure : (To the extent not written off or adjusted)	9	132,400	
<b>Profit &amp; Loss Account</b> (Debit balance of Profit & Loss Account)		<b>31,447,254</b>	<b>36,259,809</b>
	<b>TOTAL</b>	<b>161,239,276</b>	<b>37,548,333</b>

NOTES ON ACCOUNTS 18  
 Schedule 1 to 10 referred to above from an integral part of the Balance Sheet



As per Attached Report of Even Date  
 For, Arora Rajesh & Associates  
 Chartered Accountants

*Rajesh Arora*  
 Rajesh Arora  
 Proprietor

By Order of the Board  
 For and on behalf of the Apis India Ltd

*Vimal Anand*      *Amit Anand*  
 Vimal Anand      Amit Anand  
 Managing Director      Director

Place: New Delhi  
 Dated: 30th August, 2008

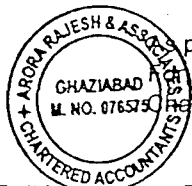
**Apis India Limited (Previously known as eWeb Univ LIMITED)**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH , 2008**

PARTICULARS	SCHEDULES	31st March , 2008 RUPEES	31st March 2007 RUPEES
<b>INCOME</b>			
Sales & Other Income	11	135,811,018	-
Stock Adjustment	12	(913,872)	-
<b>TOTAL INCOME</b>		<b>134,897,146</b>	<b>-</b>
<b>EXPENDITURE</b>			
Purchases	13	120,170,389	-
Payments to and Provisions for employees	14	711,839	-
Power & Fuel	15	366,649	-
Administrative and other expenses	16	6,398,340	505,780
Interest and bank charges	17	1,694,104	1,739
Depreciation	10	69,618	342,417
<b>TOTAL EXPENDITURE:</b>		<b>129,410,939</b>	<b>849,936</b>
<b>PROFIT ( LOSS ) FOR THE YEAR BEFORE TAX</b>		<b>5,486,207</b>	<b>(849,936)</b>
Less : Provision for Income Tax - MAT U/s 115JB		613,700	-
Less : Provision for Wealth Tax		12,457	-
Less: Provision for Fringe Benefit Tax		47,495	-
<b>PROFIT ( LOSS ) FOR THE YEAR AFTER TAX</b>		<b>4,812,555</b>	<b>(849,936)</b>
ADD: Balance of (loss) b/f from the previous year		(36,259,809)	(35,409,873)
		<b>(31,447,254)</b>	<b>(36,259,809)</b>
<b>Balance carried to Balance Sheet</b>		<b>(31,447,254)</b>	<b>(36,259,809)</b>
<b>Basic/Diluted earning /(loss) per share</b>		<b>19.33</b>	<b>(3.41)</b>

**NOTES ON ACCOUNTS**

18

Schedule 10 to 17 referred to above form an integral of the Profit & Loss Account



per Attached Report of Even Date  
 Arora Rajesh & Associates  
 Chartered Accountants

*Rajesh Arora*

Place: New Delhi  
 Dated: 30th August 2008

Rajesh Arora  
 Proprietor.

By Order of the Board  
 For and on behalf of the Apis India Limited

*Vimal Anand*

Vimal Anand  
 Managing Director

*Amit Anand*

Amit Anand  
 Director

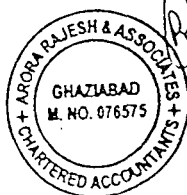
Apis India Limited

PARTICULARS	31st March 2008 RUPEES	31st March 2007 RUPEES
<b>SCHEDULE 1: SHARE CAPITAL</b>		
Authorised		
2,000,000 ( 4,000,000) Equity Shares of Rs. 10/- Each	20,000,000	40,000,000
450,000 ( Nil) Preference Shares of Rs. 100/- Each	45,000,000	-
<b>TOTAL</b>	<b>65,000,000</b>	<b>40,000,000</b>
Issued , Subscribed and Paid up		
2,49,000 (2,49,000) Equity Shares of Rs. 10/- each fully paid up	2,490,000	2,490,000
3,66,433, 4% Non- Convertible Preference Shares of Rs. 100/- each fully paid up	36,643,300	-
<b>TOTAL</b>	<b>39,133,300</b>	<b>2,490,000</b>
<b>SCHEDULE 2: SECURED LOANS</b>		
Canara Bank (Packing Credit Facility)	8,567,673	-
Canara Bank (Foreign Discounting of Bills)	30,069,775	-
Canara bank (Cash Credit)	8,638,536	-
ICICI (Vehicle Loans)	255,352	-
<b>TOTAL</b>	<b>47,531,336</b>	<b>-</b>
<b>SCHEDULE 3: UNSECURED LOANS</b>		
From Directors	1,439,148	-
InterCorporate Loans	35,058,333	35,058,333
From ICICI Bank	2,010,239	-
From KMBank (Supplier Bills Discounting)	36,066,920	-
<b>TOTAL</b>	<b>74,574,640</b>	<b>35,058,333</b>
<b>SCHEDULE 4: CLOSING STOCK</b>		
Raw Material	87,387,245	-
Consumables & Packing Materials	6,412,283	-
Stock in Process	-	-
Finished Goods	6,738,434	-
<b>TOTAL</b>	<b>100,537,962</b>	<b>-</b>
<b>SCHEDULE 5: SUNDRY DEBTORS</b>		
( Unsecured & Considered good as certified by the management)		
Outstanding for more than six months	-	-
Others	64,677,284	-
<b>TOTAL</b>	<b>64,677,284</b>	<b>-</b>



*[Handwritten signatures]*

PARTICULARS		31st March 2008 RUPEES		31st March 2007 RUPEES
<b>SCHEDULE 6: CASH AND BANK BALANCES</b>				
Cash balance on hand		243,239		18,146
Bank Balances with Schedule Banks				
In Current Account		1,742,825		15,899
In Fixed Deposit Account with Accrued Interest		4,439,972		-
<b>TOTAL</b>		<b>6,426,035</b>		<b>34,045</b>
<b>SCHEDULE 7 : LOANS &amp; ADVANCES ( UNSECURED , CONSIDERED GOOD )</b>				
Advances recoverable in cash or in Kind or for value to be received .		21,001,976		-
Payment of Taxes		3,562		3,381
Deposits		120,847		18,000
<b>TOTAL</b>		<b>21,126,385</b>		<b>21,381</b>
<b>SCHEDULE 8 : CURRENT LIABILITIES &amp; PROVISIONS</b>				
Sundry Creditors		69,387,128		431,192
Duties & Taxes		776,837		-
Provisions		1,247,216		-
Other Liabilities		748,454		-
<b>TOTAL</b>		<b>72,159,635</b>		<b>431,192</b>
<b>SCHEDULE 9 : MISCELLANEOUS EXPENDITURE ( TO THE EXTENT NOT WRITTEN OFF )</b>				
Preliminary Expenses	165500		18,750	
Less : Written off during the year	33100	132,400	18,750	-
<b>TOTAL</b>		<b>132,400</b>		<b>-</b>



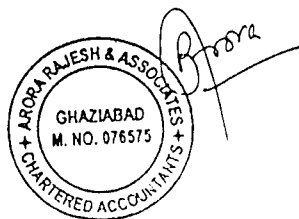
*Arora*

*\* Amit Arora*



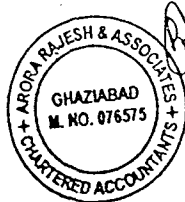
SCHEDULE 10 : FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1-4-2007	Additions	Deductions	As at 31st March 2008	As at 1st April 2007	For the Year 2007-2008	Deductions/ Adjustment	As at 31st March 08	As at 31st March 08	As at 31st March 07
Trade Mark	0	7530	0	7530	0	0	0	0	7530	0
Land, Rajpura	0	1630000	0	1630000	0	6991	0	6991	1623009	0
Airconditioners	765279	132772	765279	132772	320172	689	320172	689	132083	445107
Office Equipments	610729	0	610729	0	249069	0	249069	0	0	361660
Computers	2135660	436527	2135660	436527	2028877	7733	2028877	7733	428794	106783
Furniture & fittings	3388475	711668	3388475	711668	2851028	4923	2851028	4923	706745	537447
Plant & Machinery	0	2519594	0	2519594	0	13080	0	13080	2506514	0
Factory Building	0	302879	0	302879	0	1106	0	1106	301774	0
Vehicles	569337	3380238	569337	3380238	356045	35095	356045	35095	3345143	213292
TOTAL	7469480	9121209	7469480	9121209	5805190	69618	5805190	69618	9051591	1664290
Previous Year	7469480	0	0	7469480	5462774	441333	98936	5805191	1664290	2006706



*Arora Rajesh & Associates*  
*Arora Rajesh & Associates*

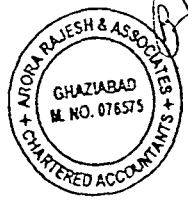
PARTICULARS	31st March, 2008 RUPEES	31st March, 2007 RUPEES
<b>SCHEDULE 11: SALES &amp; OTHER INCOME</b>		
Sales Export	57,579,921	-
Sales Domestic	78,059,665	-
	135,639,586	-
Shortage, Rebate & Discount	(214,453)	-
<b>Net Sales</b>	<b>135,425,133</b>	-
Interest received on KDR	95,864	-
Exchange fluctuation	290,021	-
<b>TOTAL</b>	<b>135,811,018</b>	-
<b>SCHEDULE 12: STOCK ADJUSTMENT</b>		
Closing Stock	100,537,962	-
Less: Stock taken from Apis India Natural Products	101,451,834	-
Less: Opening Stock	-	-
<b>TOTAL</b>	<b>(913,872)</b>	-
<b>SCHEDULE 13: PURCHASES</b>		
Purchase - Domestic	110,990,742	-
Purchase - Import	9,179,648	-
<b>TOTAL</b>	<b>120,170,389</b>	-
<b>SCHEDULE 14 : PAYMENTS TO AND PROVISION FOR EMPLOYEES</b>		
Salary and Allowances	474,569	-
Staff Welfare Expenses	37,270	-
Directors Remuneration	200,000	-
<b>TOTAL</b>	<b>711,839</b>	-
<b>SCHEDULE 15 : POWER &amp; FUEL</b>		
Electricity & Water Charges	85,286	-
Fuel Charges	281,363	-
<b>TOTAL</b>	<b>366,649</b>	-



*[Handwritten Signature]*

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SCHEDULE 16 : ADMINISTRATIVE AND OTHER EXPENSES		
Travelling & Conveyance Expenses	351,302	-
Advertisement	39,273	-
Printing & Stationery	41,271	964
Audit Fees	40,000	25,000
Repair & Maintenance Charges	144,749	-
Rent	20,000	-
R & D Exp	13,119	-
Postage and Telephone	83,920	20
Export Inspection Agency Ch	111,685	-
ECGC Charges	116,274	-
Listing Exp	48,633	-
Lab Exp	22,776	-
Storage Charges	27,500	-
Insurance	69,353	-
Loss on Sale of Fixed Assets	1,489,290	-
Cartage Outward	257,525	-
Service Tax	25,923	-
Machine Hire Charges	50,000	-
Business Promotion	125,341	-
Shipment Charges	2,992,692	-
Office expenses	294,614	461,046
Preliminary Exps. Written off	33,100	18,750
<b>TOTAL</b>	<b>6,398,340</b>	<b>505,780</b>
<b>SCHEDULE 17 : INTEREST AND BANK CHARGES</b>		
Bank Charges & Interest	1,694,104	1,739
<b>TOTAL</b>	<b>1,694,104</b>	<b>1,739</b>



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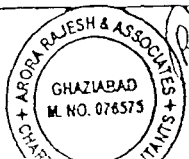
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Apis India Limited  
GROUPING OF BALANCE SHEET AS AT 31 MARCH 2008

PARTICULARS	FOR THE YEAR	
	2007-08	2006-07
<b>1 CASH &amp; BANK BALANCES</b>		
A Cash in Hand	243,239	18,146
B Balance with Bank		
Canara Bank Overseas A/c 1636	623,475	-
State Bank of Mysore	218	8,718
ICICI Bank A/c 17928	5,481	7,182
Centurian Bank of Punjab, Epn, ND	5,094	-
Centurian Bank of Punjab, Rajpura	(150,235)	-
Canara Bank, Overseas Br, ND	257,788	-
Canara Bank EPN, ND	41,575	-
EEFC With Canara bank	13,865	-
ICICI Bank A/c13159	10,486	-
Kotak Mahindra Bank, ND	50,000	-
Kotak Mahindra Bank, Rajpura	50,000	-
Punjab National Bank	8,902	-
PNB Drawback A/c, Delhi	10,130	-
PNB Drawback A/c, Ludhiana	11,450	-
Cheques in Hand	804,598	-
C Balance with Bank in FD Account	4,207,200	-
D Accrued interest on above Fixed Deposits	232,772	-
<b>TOTAL</b>	<b>6,426,035</b>	<b>34,045</b>
<b>2 SUNDRY DEBTORS</b>		
A More then Six Months	-	-
B Less then Six Months	64,677,284	-
<b>TOTAL</b>	<b>64,677,284</b>	<b>-</b>
<b>3 ADVANCES RECOVERABLE</b>		
Adv to Suppliers	7,867,491	-
MGF Developers Limited	7,614,819	-
VKUY Licence Receivable	3,867,350	-
Sales Tax (Recoverable)	458,939	-
Prepaid Expenses	160,616	-
VAT Receivable	793,148	-
Advances to Employees	239,612	-
<b>TOTAL</b>	<b>21,001,976</b>	<b>-</b>
<b>4 DEPOSITS</b>		
MTNL	18,000	18,000
Others	102,847	-
<b>TOTAL</b>	<b>120,847</b>	<b>18,000</b>
<b>5 CURRENT LIABILITY &amp; PROVISIONS</b>		
<b>Sundry Creditors</b>		
Creditors for Purchases	67,138,917	-
Creditors for Expenses	2,248,211	384,346
<b>Duties &amp; Taxes</b>		
TDS Payables	102,807	21,846
FBT Payable	47,495	-
Income Tax - MAT payable	613,700	-
Wealth Tax Payable	12,457	-
Service Tax Payable	378	-
<b>Provisions</b>		
Audit Fees Payable	60,000	25,000
Electricity & Water Charges Payable	89,877	-
PF Payable	17,937	-
ESI Payable	6,980	-
Salary Payable	294,134	-
Telephone Exp Payable	20,113	-
Director's Remuneration Payable	50,000	-
Other Exp payable	708,175	-
<b>Other Liabilities</b>		
Advance from Buyers	748,454	-
<b>TOTAL</b>	<b>72,159,635</b>	<b>431,192</b>



*Amul Ahmad*

Apis India Limited  
Financial Year 2007-2008  
Grouping for Profit & Loss Account

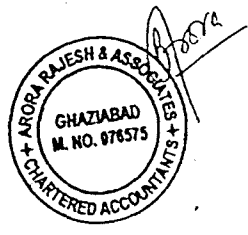
	PARTICULARS	For the Year	
		2007-08	2006-07
		Rs.	Rs.
1	<b>PURCHASE - IMPORT</b>		
	Purchase - Import	7,642,647	-
	Custom Duty	937,705	-
	Cartage Inward	144,000	-
	Clearing Charges	455,296	-
	TOTAL	9,179,648	-
2	<b>PURCHASE - DOMESTIC</b>		
	Purchase - Material	107,334,445	-
	Cartage Inward - Material	755,192	-
	Purchase - Consumables & Packing Material	2,889,993	-
	Cartage Inward - Consumable & Packing Mat	77,545	-
	Weighing Charges	2,330	-
	Shortage Rebate & Discount	(68,763)	-
	TOTAL	110,990,742	-
3	<b>SALARY &amp; ALLOWANCES TO STAFF</b>		
	Salary to Staff & Workers	455,445	-
	Employers Contribution to PF	12,433	-
	Employers Contribution to ESIC	6,691	-
	TOTAL	474,569	-
4	<b>RENT</b>		
	Rent on Building	20,000	-
	TOTAL	20,000	-
5	<b>POSTAGE &amp; TELEPHONE ETC.</b>		
	Postage & Courier Charges	22,412	20
	Telephone, Mobile & Internet Expenses	61,508	-
	TOTAL	83,920	20
6	<b>OFFICE EXPENSES</b>		
	Office Maintenance Expenses	1,929	800
	Misc Expenses	670	-
	Books & Periodicals	466	-
	Legal and Professional fees	273,549	450,746
	Filing Fees	18,000	9,500
	TOTAL	294,614	461,046
7	<b>PRINTING &amp; STATIONERY</b>		
	Printing & Stationery	41,271	964
	TOTAL	41,271	964
8	<b>TRAVELLING &amp; CONVEYANCE EXPS.</b>		
	Travelling & Conveyance Exps.	179,626	-
	Foreign Travelling	113,818	-
	Vehicle Running Expenses	57,859	-
	TOTAL	351,302	-
9	<b>REPAIR &amp; MAINTENANCE</b>		
	Repair & Maintenance (Building)	227	-
	Repair & Maintenance (Plant & Mach)	3,104	-
	Repair & Maintenance (Others)	141,418	-
	TOTAL	144,749	-



*Arora* x *Arora*

Apis India Limited (Previously known as eWeb Univ LIMITED)  
 Assessment Year : 2008-2009  
 COMPUTATION OF DEPRECIATION U/S. 32 OF I.T.ACT.

Assets	Rate	W.D.V. 1/4/2007	Additions	Additions after 20/2/2008 from Apis India Natural Products	Sales Proceedin gs	Total	Depreciati on	W.D.V. 31/3/2008
Land	0%	0	1630000	0	0	1630000	0	1630000
Furniture	10%	1141464	0	711670	50000	1803134	116924	1686210
Trade Mark	25%	0	0	7530	0	7530	206	7324
Computers	60%	968	0	119037	5000	115005	5387	109618
Air-conditioner	15%	77307	0	132772	40000	170079	7773	162306
Vehicles	15%	150915	0	3380240	50000	3481155	70551	3410604
Plant and Equipments	15%	69487	0	2837080	30000	2876567	52433	2824134
Factory Building	10%	0	0	302880	0	302880	3310	299570
<b>TOTAL</b>		<b>1440141</b>	<b>1630000</b>	<b>7491209</b>	<b>175000</b>	<b>10386350</b>	<b>256584</b>	<b>10129766</b>



*Arora*      *Arora*

11

NOTES ON ACCOUNTING

I. SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of financial statements

- 1) The Financial statements have been prepared under the historical cost convention and in accordance with the normally accepted accounting principles, mandatory accounting standards and the provisions of the Companies Act, 1956, as adopted consistently by the company.
- 2) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.
- 3) **Going Concern**  
The accounts being prepared on the "going concern" assumption as the management has been changed during the year 2006-07 and new management has taken over / acquired new business activity (Proprietorship Unit "M/s Apis India Natural Products" dealing in Honey) by issuing Preference Share Capital resulting net-worth of the company positive.

B. Fixed Assets

- 1) Fixed assets are stated at cost of acquisition less accumulated depreciation.
- 2) Depreciation on fixed assets is provided on straight line method at the rates and in the manner prescribed in schedule XIV to the Companies Act, 1956.
- 3) Impairment is done when carrying cost of the assets exceeds its recoverable amount; impairment loss is charged to the profit and loss account in the year in which the assets are identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

C. Sales

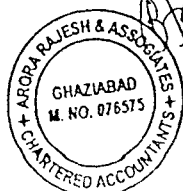
Sales of goods are recognized at the point of dispatch of Finished Goods to customers but net of returns.

D. Inventories

- 1) Raw materials, Components, Stores and spares, packing materials and work-in-progress are valued at cost.
- 2) Finished Goods are valued at cost or market price whichever is less.

E. Retirement Benefits

Contributions are made under the relevant rules/statues for provident fund and family pension fund which are charged to the profit and loss account on accrual basis. The liability for gratuity, leave with wages is accounted for at the time of payment.



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## F. Preliminary Expenses

Preliminary expenses are amortized over a period of five years.

## G. Foreign Currency Transactions

All income or expenses on account of exchange difference between the date of transaction and on settlement date or translation is recognized in the profit and loss account as income or expense except in cases where they relate to the acquisition of the fixed assets.

## H. Taxation :

- 1) In view of losses, provision for current tax is made for MAT payable U/s 115 JB.
- 2) Deferred Tax resulting from "timing difference" between book profit and taxable profit accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax assets is recognized and carried forward only to extent that there is a reasonable certainty that the assets will be realized in future.

## I. Basis of accounting

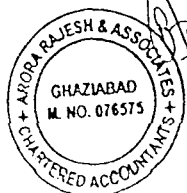
All the income and expenditure having material impact on financial statements are accounted for on accrual basis except VKUY Licenses receivable from DGFT.

2. Contingent Liabilities not provided for in respect of: Guarantees given by bank on behalf of the company: Rs. 40.00 Lakhs.
3. In the opinion of the Board, current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and provision for depreciation and all known liabilities are adequate and not excess of the amount reasonable necessary.
4. Sundry Debtors, Creditors & Unsecured Loans are subject to confirmation.
5. There is no micro, small & medium enterprises under the Micro, small & Medium Enterprises Development Act, 2006 to whom the company owes a sum exceeding Rs. 1.00 lakh for more than 30 days.
6. Secured Loans

Working Capital Facilities/ Borrowings are secured by way of first charge on stock of raw materials, stock in process, stores and spares, books debts, finished goods and Block of Plant & Machinery in Fixed Assets & mortgage of collateral securities offered by Directors.

### Unsecured Loans

Short Term Bill Discounting from Bank of suppliers bills are secured by way of mortgage of immovable property as securities offered by Directors.



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7. During the year the company has paid director's remuneration to the tune of Rs. 2.00 lakhs.

8. Quantitative Details

Raw Material	Opening Stock		Purchase		Consumption	Sales		Closing Stock	
	(M.T.)	Rs. In Lacs	(M.T.)	Rs. In Lacs	(M.T.)	(M.T.)	Rs. In Lacs	(M.T.)	Rs. In Lacs
Raw Honey Indigenous	1,253.23	742.15	1,859.05	1,078.24	431.10	1,265.73	722.10	1,415.45	819.86
Raw Honey Import	249.51	133.46	167.40	91.80	343.09	-	-	73.85	50.51
Others		1.84		2.65					3.50
<b>Total</b>	<b>1,502.74</b>	<b>877.45</b>	<b>2,026.45</b>	<b>1,172.69</b>	<b>774.19</b>	<b>1,265.73</b>	<b>722.10</b>	<b>1,489.27</b>	<b>873.87</b>

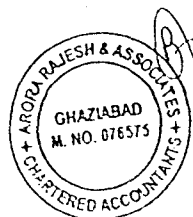
Finished Goods	Opening Stock		Purchases	Qty. Manufactured	Sales		Closing Stock	
	(M.T.)	Rs. In Lacs	(M.T.)	(M.T.)	(M.T.)	Rs. In Lacs	(M.T.)	Rs. In Lacs
Honey Export (Bulk & Bottle Pack)	77.26	49.42	-	622.16	650.00	575.80	49.42	27.64
Honey Indigenous (Bulk)	5.76	3.83	-	55.68	55.91	31.06	5.53	3.41
Honey Indigenous (Bottle Pack)	23.23	22.12	-	27.20	21.49	20.61	28.94	32.35
Others		4.14				6.82		1.98
<b>Total</b>	<b>106.26</b>	<b>79.51</b>	<b>-</b>	<b>705.03</b>	<b>727.39</b>	<b>634.29</b>	<b>83.89</b>	<b>65.38</b>

9. Related party disclosure (As certified by Directors) – AS -18

A) Names of related parties and description of relationship

1.) Key Management Personnel

- a) Mr. Vimal Anand, Managing Director
- b) Mr. Amit Anand, Director
- c) Mrs. Prem Anand, Director
- d) Mr. Deepak Anand, director
- e) Mr. Brahm Swaroop Diwan, Whole Time Director



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- 2.) Relatives of Key Management Personnel  
 a) Manisha Anand (Wife of Mr. Vimal Anand)
- 3.) Enterprises over which key management Personal exercise significant influence
- 1) M/s Apis Natural Products Private Limited.
  - 2) M/s Modern Herbals Private Limited
  - 3) M/s Apis India Natural Products

(B) Related Parties transactions: -

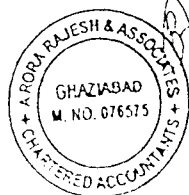
(Rs. In Lakhs)

Sr. No.	Particulars	key management personal	Relatives of key management personal	Enterprises over which key management personal exercise significant influence
1	Detail of Transactions			
	Purchase of Business Activity	-	-	366.43
	Issue of Preference Share Capital	366.43	-	-
	Rent	-	-	0.50
	Director's Remuneration	2.00	-	-
2	Closing Balances			
	Amount Payable	14.89	-	353.37
	Amount Receivable	-	1.57	-

(C) Disclosure in respect of material transactions with related Parties: -

Rs. In Lakhs

Purchase of Business Activity	
- Apis India Natural Products	366.43
Issue of Preference Share Capital	
- Mrs. Prem Anand	366.43
Rent	
- Apis Natural Products Private Ltd	0.50
Directors Remuneration	
- Mrs. Prem Anand	0.50
- Mr. Vimal Anand	0.50
- Mr. Amit Anand	0.50
- Mr. Brahm Swaroop Diwan	0.50



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*[Handwritten signature: Amit Anand]*

10. EARNING PER SHARE:-

Particulars	As at 31/03/2008	As at 31/03/2007
	Rs.	Rs.
Net (loss) attributable to equity shareholders	45,12,555	(8,49,936)
Weighted average number of equity shares outstanding during the year	2,49,000 (Nos)	2,49,000 (Nos)
Nominal value of shares	10	10
Basic and diluted earning / (loss) Per share	19.33	(3.41)

11. The Company has carried forward losses under the Income Tax Act, 1961. However, as a matter of prudence, deferred tax assets in respect thereof has been recognized only to the extent there is deferred tax liability.

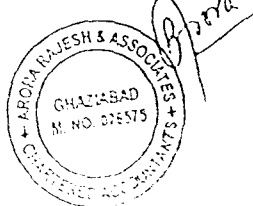
The Component of deferred Tax Assets to the extent recognized and deferred tax liability as on 31<sup>st</sup> March 2008 are as follows:-

Sr. No.	Particulars	As on 31 <sup>st</sup> March 2008	As on 31 <sup>st</sup> March 2007
1	Deferred tax Liabilities (Rs.)	10,78,175	75,448,
2	Deferred tax Assets (Rs.)	10,78,175	75,448
	Net Deferred Tax/Liabilities/ Assets (Rs.)	0	0

12. Segment Information:

The company has acquired new business activity during the year and having revenue generation only through single primary segment viz: "Honey and Beekeeping Equipments". Hence no additional information as required by AS17 is given.

13. The name of the company been changed during the year from eWeb Univ Limited to Apis India Limited and after that a new business entity been taken over during the year naming "Apis India Natural Products". Till the time of takeover, the company was not having any business activity i.e. revenue generation. The company has generated all the revenues during the year from new business activity only.



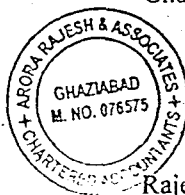
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14. Additional information as required by paragraphs 3 and 4 of part II of the schedule VI to the companies Act, 1956 are not applicable as the company has not carried out any manufacturing or trading activity during the year.

- a) Value of imports on CIF Basis:- 78.06 Lakhs (Previous year nil)
- b) Earning in foreign Exchange: - 558.42 lakhs (Previous year nil)  
(FOB value of Exports)
- c) Expenditure in foreign currency: -  
Traveling Expenses 1.14 lakhs (Previous year nil)
- d) Previous year figures are regrouped, rearranged and recast whenever considered necessary to make them comparable with current year figures.
- e) Schedule 1 to 18 to the Balance Sheet form an integral part of Balance Sheet.

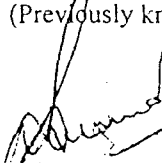
For Arora Rajesh & Associates  
Chartered Accountants

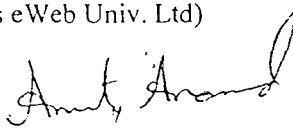


Rajesh Arora  
Proprietor

Place: New Delhi  
Date: 30<sup>th</sup> August 2008

By Order of the Board  
For and on behalf of the Apis India Ltd  
(Previously known as eWeb Univ. Ltd)

  
(Vimal Anand)  
Managing Director

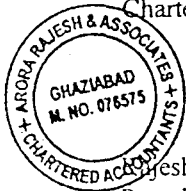
  
(Amit Anand)  
Director

APIS INDIA LIMITED

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details Registration No. L51900DL1983PLC164048      State Code      55 Balance Sheet Date 31/03/2008			
II. Capital Raised during the year			(Rs. In Thousands)
Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	36643
III. Position of Mobilization and Deployment of Funds			
Total Liabilities	233399	Total Assets	233399
Sources of Funds			
Paid up Capital	39133	Reserves & Surplus	Nil
Secured Loan	47531	Unsecured Loans	74575
Application of funds			
Net Fixed Assets	9052	Investments	0
Net Current Assets	120608	Misc Expenditure	132
Accumulated Losses	31447		
IV. Performance of Company			
Turnover	135811	Total Expenditure	130325
Profit Before Tax	5486	Profit after Tax	4813
Earning/(Loss) Per share	19.33	Dividend	0
V. Generic Name of Three Principal Products/Services of Company (as Per Monetary Terms)		Honey	
ITC Code		04090000	

For Arora Rajesh & Associates  
Chartered Accountants



*Rajesh Arora*

Rajesh Arora  
Proprietor

By Order of the Board

For and on behalf of the Apis India Ltd  
(Previously known as eWeb Univ. Ltd)

*Vimal Anand*

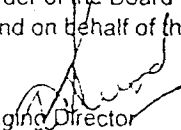

(Vimal Anand)  
Managing Director

*Amit Anand*

(Amit Anand)  
Director

Place: New Delhi  
Date: 30<sup>th</sup> August 2008

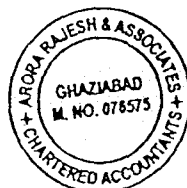
Cash flow statement Annexed to the Balance sheet for the year April 2007 - March 2008

PARTICULARS		2007-08 Rs.		2006-07 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
a) Net profit (Loss) before tax		5,486,207		(849,936)
Adjustment for :				
Depreciation	69,618		342,417	
Interest received	(95,864)		-	
Preliminary expenses w/off	33,100		18,750	
Loss on Sale of Fixed Assets	1,489,290		-	
Interest & financial charges paid	1,694,104	3,190,248	-	361,167
b) Operating profit before working capital changes		8,676,455		(488,769)
Adjustment for :				
Trade and other Receivables	(85,782,287)		-	
Inventories	(100,537,962)		-	
Trade and other Payables	71,728,443	(114,591,807)	396,854	396,854
c) Tax paid during the year	-	(105,915,352)	-	(91,915)
d) Tax refund received during the year	-	-	-	-
Net cash flow from operating activities (A)		(105,915,352)		(91,915)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>				
Interest Received	95,864			-
Sale of Fixed Assets	175,000			-
Preliminary Expenses	(165,500)			-
Purchase of Fixed Assets	(9,121,209)			-
Net cash flow from investing activities (B)	(9,015,845)	(9,015,845)		-
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES :</b>				
Interest paid	(1,694,104)		-	
Working Capital loans from bank	47,531,336		-	
Increase in Unsecured loans	39,516,307		93,885	
Allotment of Preference share Capital	36,643,300		-	
Provision for I Tax - MAT	(613,700)		-	
Wealth Tax	(12,457)		-	
FBT	(47,495)		-	
Net cash flow from financial activities ( C)		121,323,187		93,885
D. Net change in Cash and Cash Equivalents (A+B+C)		6,391,990		1,970
Opening Balance of Cash and cash equivalents.		34,045		32,075
Closing Balance of Cash and cash equivalents.		6,426,035		34,045
Figures within the brackets represents outflows.				
By Order of the Board				
For and on behalf of the Apis India Limited				
 Managing Director		 Director		

Auditor's Certificate

We have verified the attached cash flow statement of M/s Apis India Limited (Previously Known as eWeb Univ Limited) derived from the financial statements and books and records maintained by the Company for the year ended 31st March 2008 and 31st March 2007 and found the same in agreement therewith.

Place : New Delhi  
Date : 30th August 2008



For Arora Rajesh & Associates  
Chartered Accountants

( RAJESH ARORA )  
Proprietor

APIS INDIA LTD.  
18/32, EAST PATEL NAGAR, NEW DELHI-110008

FORM OF PROXY  
I  
GENERAL FORM  
APIS INDIA LTD.  
NEW DELHI

I/We .....of .....  
in the district of ..... being a member/  
members of the above - named company hereby appoint ..... of  
..... in the district of ..... or failing him ..... of  
..... in the district of ..... as my/our proxy to vote for  
me/us on my/our behalf at the Annual General Meeting of the company to be held on  
the 29<sup>th</sup>-day of September 2008 and at any adjournment thereof.

Signed this ..... day of ..... 2008.

Signature

Ledger Folio.

Name & Address

Proxy no.

*Note: - The proxy must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting*

APIS INDIA LTD.  
18/32, EAST PATEL NAGAR, NEW DELHI-110008

Attendance slip

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint holders may obtain attendance slip on request.

Ledger folio no.

No. of shares

Name

Address

I hereby record my presence at the Annual General Meeting of the Company to be held on Monday, the 29<sup>th</sup> September, 2008 at 02.30 p.m. at 18/32 East Patel Nagar, New Delhi-110008.

\_\_\_\_\_  
Signature