



**AIL/CS/2023-24/322**

**July 14, 2023**

To,  
The Manager,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400001

**Scrip Code: 506166**

**Subject: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

In continuation of our intimation dated 06<sup>th</sup> July, 2023, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statements thereto, seeking the approvals of the members of the Company in respect of the resolution contained in the Notice of Postal Ballot, by Electronic means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company on 14<sup>th</sup> July, 2023 i.e. today, has completed e-mailed the Postal Ballot Notice along with Explanatory Statements to those members whose name appear in the Register of Members or List of Beneficial Owner as maintained by the Company/ Depository, as on Friday, 07<sup>th</sup> July, 2023 (cut-off date) and whose e-mail addresses are registered with the Company or with the Depository. A copy of the Postal Ballot Notice is also available on the Website of the Company at <https://www.apisindia.com/pdf/2023/Postal-Ballot-NoticeJuly1523.pdf>.

In this connection, we also wish to inform that e-voting in respect of the resolutions mentioned in the Postal Ballot Notice will commence at 9:00 A.M. (IST) on Saturday, 15<sup>th</sup> July, 2023 and shall concluded at 5:00 P.M. (IST) on Sunday, 13<sup>th</sup> August, 2023. The Postal Ballot results will be announced on or before Tuesday, 15<sup>th</sup> August, 2023 from the conclusion of the e-voting period, with the stock exchange in accordance with the Listing Regulations.

Kindly take the same on records and acknowledge the receipt.

**Thanking you**

**Yours sincerely,  
For Apis India Limited**

**(Amit Anand)  
Managing Director  
DIN: 00951321**

**Encl: As Above**



**APIS INDIA LIMITED**

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

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**NOTICE OF POSTAL BALLOT**

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

<b>Commencement of voting</b>	<b>End of voting</b>
Saturday, July 15, 2023 at 9.00 a.m. (IST)	Sunday, August 13, 2023 at 5.00 p.m. (IST)

To,  
The Shareholders  
Apis India Limited

Notice is hereby given to the Members of Apis India Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') Secretarial Standard-2 on General Meetings (the 'SS-2'), General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022 and General Circular No. 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot through Electronic voting (remote e-voting).

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

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on Thursday, July 6, 2023, has appointed Mr. Anand Kumar Singh (Membership No. FCS 10812), Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The instructions for remote e-voting are appended to this Postal Ballot Notice. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting facility provided by the Company not later than 5.00 p.m. (IST) on Sunday, August 13, 2023, failing which it will be considered that no reply has been received from the Members.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or any other person authorized by the Chairperson. The results of Postal Ballot through Remote E-voting shall be declared on or before Tuesday, August 15, 2023, at any time before 5.00 p.m. (IST) and will be displayed along with the Scrutinizer's report at the Registered Office as well as communicated to the Stock Exchange and will also be uploaded on the website of the Company [www.apisindia.com](http://www.apisindia.com).

## **SPECIAL BUSINESS**

### **1. TRANSFER OF "B2C BUSINESS DIVISION" OF THE COMPANY BY WAY OF SLUMP EXCHANGE AS A 'GOING CONCERN' TO A WHOLLY OWNED SUBSIDIARY OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, provisions of Memorandum and Articles of Association of the Company and the rules made thereunder read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") subject to such other requisite approval(s) from statutory and regulatory authorities as may be necessary and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be stipulated by any such authority, institution or body, while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company ("Board"), consent of the members of the Company be and is hereby accorded for the proposed transfer of the "B2C Business Division" along with its respective assets and liabilities (including employees / contracts etc. pertaining to such business, as may be required), of the Company to its Wholly owned subsidiary namely Nature's Family Tree Foods Private Limited, as a 'going concern', on slump exchange basis as defined in section 2(42C) of the Income-tax Act, 1961 and in consideration of such transfer, the said wholly owned subsidiary will issue its equity shares to the Company in term of the Business Transfer Agreement to be executed by the Company and said wholly owned subsidiary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Amit Anand, Managing Director of the Company and/or Mr. Vimal Anand, Director of the Company be and is hereby severally authorized to finalize, settle and execute such documents /deeds /writings /papers /agreements as may be required and to give necessary

consents and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to this dealing and reconsider the matter due to change in circumstances as it may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution, to any Director(s), or to any committee of Directors or any other officer(s)/Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”

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

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

Sd/-  
**Prem Anand**  
(Chairperson & Director)  
DIN: 00951873

Place: New Delhi  
Date: July 06, 2023

## NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended, setting out material facts in respect of the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolution, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The last date for receipt of votes vide e-voting i.e., Sunday, August 13, 2023 shall be deemed to be the date of passing of the resolution in accordance with SS-2 on General Meetings.
3. The Postal Ballot Notice is circulated for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") as on Friday, July 07, 2023 and is also being sent to the Members who already have their e-mail IDs registered with the Company/ Registrar and Share Transfer Agent / Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. A person who is not a Member as on Friday, July 07, 2023, should treat this Postal Ballot Notice for information purpose only. A copy of this Postal Ballot Notice will also be available on the website of the Company at [www.apisindia.com](http://www.apisindia.com), on the Stock Exchange on which the Equity Shares of the Company are listed i.e. BSE Ltd at [www.listing.bseindia.com](http://www.listing.bseindia.com) and the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
4. The Members of the Company whose names appear in the Registrar of Members/List of Beneficial Owners as received from Depositories i.e. CDSL/NSDL as on Friday, July 07, 2023 (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company/RTA/ Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
5. In terms of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the

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

6. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The Company is sending this Postal Ballot Notice in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Notice in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting systems only.
7. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode. Shareholders holding shares in physical form are requested to furnish their e-mail addresses and mobile numbers to the Company's RTA viz. Skyline Financial Services Private Limited at <https://www.skylinerta.com/>
8. The remote e-voting period commences on Saturday, July 15, 2023 at 9.00 a.m. (IST) and ends on Sunday, August 13, 2023 at 5.00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Friday, July 07, 2023, may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. Members cannot exercise votes by proxy on Postal Ballot.
10. The voting rights of the Members shall be proportionate to their shares in the total paid-up equity share capital of the Company as on Friday, July 07, 2023. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
11. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, from the date hereof upto the last date of remote e-voting i.e. Sunday, August 13, 2023. Members seeking inspection may send an email to [mail@apisindia.com](mailto:mail@apisindia.com).
12. Members holding shares in physical form are requested to update their KYC and other relevant details with the Company Registrar and Transfer Agent (RTA), Skyline Financial Services Private Ltd, in compliance to the SEBI Circulars dated November 03, 2021, December 14, 2021 and March 16, 2023. For any queries in this regard send an e-mail request to RTA at [compliances@skylinerta.com](mailto:compliances@skylinerta.com).

13. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ web sites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

14. Instructions for members for remote e-voting:

The voting period begins on Saturday, July 15, 2023 and ends on Sunday, August 13, 2023. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, July 07, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; select New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting</p>

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



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

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-22-55-33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 1800 22 44 30

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

- a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders” module.
- c) Now enter your User ID

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

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for Apis India Limited on which you choose to vote.
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The

option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- r) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that a scanned copy of Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [mail@apisindia.com](mailto:mail@apisindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

15. Procedure for registering the email address and obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in demat form) or with Company's RTA viz: Skyline Financial Services Private Limited ( in case of Members holding shares in physical form):
- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company [mail@apisindia.com/ compliances@skylinerta.com](mailto:mail@apisindia.com/compliances@skylinerta.com)
  - b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company on [mail@apisindia.com/ compliances@skylinerta.com](mailto:mail@apisindia.com/compliances@skylinerta.com).
  - c) In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot/e-voting notice may temporarily get their email registered with the Company's RTA Skyline Financial Services Private Ltd by clicking the link <https://www.skylinerta.com/> and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to [parveen@skylinerta.com](mailto:parveen@skylinerta.com). It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA), Skyline Financial Services Private Ltd, New Delhi.
16. Corporate/ Institutional Members are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at [mail@apisindia.com](mailto:mail@apisindia.com), authorizing its representative(s) to vote.
17. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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

**ITEM NO.01: Transfer of “B2C Business Division” of the Company as a going concern**

The Board of Directors of the Company ("the Board") at its meeting held on **6<sup>th</sup> July, 2023** has given its consent for the transfer of 'B2C Business Division' of the Company along with all the employees as well as assets and liabilities including all concerned licenses, permits, consents and approvals whatsoever relating to the B2C Business Division, to Nature's Family Tee Foods Private Limited, a Wholly owned Subsidiary Company of Apis India Limited ("the Company"), on slump exchange basis as defined in section 2(42C) of the Income-tax Act, 1961, as a 'going concern' and in consideration of such transfer, the said Wholly owned Subsidiary Company will issue its equity shares to the Company on the basis of valuation Report dated 29<sup>th</sup> June, 2023 issued by Corporate Professionals Capital Private Limited and in term of the Business Transfer Agreement ("BTA") to be executed by the Company.

Pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, ("Act") a company shall not, except with the consent of the members by way of a special resolution, sell, lease, or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the Company during the previous financial year. Since the proposed transaction involves transfer of the B2C Business Division which generated more than 20% of the total income of the Company during the previous financial year, approval of the shareholders under Section 180(1)(a) of the Act and all other applicable laws is being sought.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set forth in the Notice.

The Board is of the opinion that the proposed sale is in the overall best interest of the Company and recommends the passing of the resolution as set out at Item No. 01 in the accompanying notice as a special resolution.

**Registered Office:**  
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**Tel: 011-4320 6650, Fax: 011-2571 3631**

**Place: New Delhi**  
**Date: July 06, 2023**

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

**Sd/-**  
**Prem Anand**  
**(Chairperson & Director)**  
**DIN: 00951873**