

**APIS INDIA LIMITED**

18/32, East Patel Nagar, New Delhi 110 008 India

T +91 11 4320 6650 **F** +91 11 2571 3631**E** mail@apisindia.com **W** apisindia.com**AIL/CS/2023-24/309****Date: May 22, 2023**

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

Scrip Code: 506166

Sub: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In reference to the compliance of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, we are enclosing herewith the Annual Secretarial Compliance Report issued by M/s. Anand Nimesh & Associates, Company Secretaries for the financial year ended March 31, 2023.

Kindly take the same on record.

Thanking you,
Yours Sincerely
For APIS India Limited

Prem Anand
(Chairperson & Director)
DIN:00951873
Investors Email id: mail@apisindia.com
Encl: a/a

Anand Nimesh & Associates

(Company Secretaries)

89/3, Gali No-4, East Guru Angad Nagar

Laxmi Nagar, Delhi-110092

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SECRETARIAL COMPLIANCE REPORT OF APIS INDIA LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

To,
The Board of Directors
APIS INDIA LIMITED
(CIN- L51900DL1983PLC164048)
18/32, East Patel Nagar,
New Delhi - 110008

We, M/s Anand Nimesh & Associates, Practicing Company Secretaries have examined;

- (a) The documents and records made available to us and explanation provided by Apis India Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;




- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and sweat equity share) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not Applicable to the Company during the Audit Period)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

and circulars/ guidelines issued thereunder;

Based on my examination and verification of the documents and records produced to us and according to the information and explanations given to us by the Company;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particular	Compliance Status (Yes/No/NA)	Observation / Remark by PCS
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>		NIL

2.	<p><u>Adoption and timely Updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per , the regulations/ circulars/ guidelines issued by SEBI 	YES	NIL
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Company is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	YES	NIL
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	YES	NIL
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies;</p>	YES	The company has subsidiary company, but does not have any material subsidiary for the period under review



	(b) Requirements with respect to disclosure of material as well as other subsidiaries.		
6.	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	YES	YES
7.	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed 111 SEBI Regulations</p>	YES	NIL
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Company has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee</p>	YES	NIL
9.	<p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	NIL



10.	<u>Prohibition of insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	YES	NIL
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NO	Delay in filing of financial result for financial year ended 31 st March, 2022 by 17 days and Penalty of Rs. 91,800/- (net of TDS) was imposed
12.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	YES	NIL

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>I. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter;</p> <p>or</p> <p>II. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited</p>	NA	NA



	<p>review/ audit report for such quarter as well as the next quarter; or</p> <p>III. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b) In case the auditor proposes to resign, all Concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/ explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation</p>	NA	NA



	<p>sought and not provided by the management, as applicable.</p> <p>c) The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI /NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in annexure- A in SEBI Circular CIR/ CFD/CMD1/ 114/2019 dated 18th October, 2019.	NA	NA

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Every Listed Company need to file Financial Results with stock exchange within	Regulation 33 of SEBI LODR), 2015	The Company has filled its financial results for the financial	BSE Limited	penalty	Delay in filing of financial result for financial year ended	Rs. 91,800/- paid (net of 1000/-)	Penalty paid	NIL	NA



stipulated time period		year ended 31st March, 2022 with a delay of 17 days due to non-availability of financials of Associate Company and Statutory auditor report			31st March 2022 by 17 days				
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(b) The Listed entity has taken the following actions with the observation make in the previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Every Listed Company need to file Financial Results with stock exchange within stipulated time period	Regulation 33 of SEBI (LODR)	Delayed filling of Financial Results for the financial year ended 31st March, 2021 and penalty was imposed	BSE Limited	Penalty	Delayed of 10 days in respect of filling of Financial Results for the FY ended 31st March, 2021 and penalty was imposed by BSE	Rs. 54,000/- (net of TDS)	Penalty was paid by the company	NIL	NA

For Anand Nimesh & Associates
(Company Secretaries)


ANAND KUMAR SINGH
(Partner)
M. No- F10812
COP No- 9404
UDIN: F010812E000341186



Date: 20/05/2023

Place: Delhi