



APIS
INDIA LIMITED

CERTIFIED TRUE COPY OF EXTRACTS FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF M/S APIS INDIA LIMITED HELD ON WEDNESDAY, MAY 30, 2012 AT THE REGISTERED OFFICE OF THE COMPANY

"RESOLVED THAT pursuant to Section 198, 269 and 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII to the Act and subject to the approval of the shareholders of the company, Mr. Vimal Anand be and is hereby re-appointed as the Managing Director of the Company for a further period of five years commencing from 1st June, 2012 and ending on 31st May, 2017 on the same terms and conditions of remuneration as were paid to him earlier. The details of salary and perquisites are as follows:

Salary: Rs. 6,00,000/- per annum including Dearness and all other allowances.

"RESOLVED FURTHER THAT the Managing Director shall perform such duties and services as shall from time to time be entrusted to him including the powers exercisable by the Board under the Articles of Association of the Company and shall undertake to use his best endeavours to promote the interests of the Company and comply with such orders and directions as may be given to him by the Board from time to time."

"RESOLVED FURTHER THAT no sitting fees shall be paid to the Managing Director, for attending the Meetings of the Board of Directors of the Company or Committees thereof".

"RESOLVED FURTHER THAT during such time as Mr. Vimal Anand holds and continues to hold the office of Managing Director of the Company, he shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Vimal Anand remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956, as may be decided by the Board of Directors".

"RESOLVED FURTHER THAT Mrs. Shalini Malik, Director and/or Mr. Saurabh Jaiswal, Company Secretary of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

Mr. Vimal Anand, Mr. Deepak Anand, Mrs. Prem Anand and Mr. Amit Anand being interested in the said resolution did not participate nor vote on the said resolution.

For Apis India Limited
CERTIFIED TRUE COPY
For APIS INDIA LIMITED


Sunita Chaddha
(Director)

Director

HO :18/32, East Patel Nagar, New Delhi -110 008. (India)
Ph. : +91 11 4320 6666 Fax : +91 11 2571 3631 E-mail : mail@apisindia.com
Works : Vill. Bhoglan, Bhoglan Road, Rajpura, Dist. Patiala, Punjab - 140 401 Ph. : 01762 - 222412





APIS
INDIA LIMITED

CERTIFIED TRUE COPY OF EXTRACTS FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF M/S APIS INDIA LIMITED HELD ON WEDNESDAY, MAY 30, 2012 AT THE REGISTERED OFFICE OF THE COMPANY

“RESOLVED THAT pursuant to provisions of Section 31 and other applicable, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof) for the time being in force and subject to the shareholder’s approval, the Board be and is hereby authorized to alter the Articles of Association of the Company by inserting the following as Article 215 (aa) immediately after the existing Article 215(a) as under:

“Notwithstanding anything mentioned in these Articles, the Company may send any communication including Notice of General Meeting, Annual Reports, etc. to any person(s) by electronic mode, as may be permitted by applicable law.”

RESOLVED FURTHER THAT the Sunita Chaddha, Director and/or Saurabh Jaiswal, Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

For Apis India Limited

Apis India Limited

Sunita Chaddha
(Director) *Director*





THE CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT

S. No.	Particulars	Time Line
1.	<u>Holding of Board Meeting</u> Hold board meeting to consider (i) Re-appointment of Mr. Vimal Anand as Managing Director of the Company; (ii) Alteration of Articles of Association of the Company; (iii) Appointment of Scrutinizer for handling the postal ballot procedure; and (iv) Approving the calendar of event, record date for dispatching the notice and also authorised person for conducting the Postal Ballot.	30.05.2012
2.	<u>Intimate Board Meeting outcome to the exchange</u> Intimate to the Exchange about the outcome of the meeting by Letter/fax/telegram.	Within 15 minutes of the closure of the Board Meeting. i.e. on 30.05.2012
3.	<u>Signing of the Notice of Postal ballot</u>	30.05.2012
4.	<u>Dispatch of Postal ballot notice</u> to the shareholders.	08.06.2012
5.	<u>Copy of notice to the exchange</u> 3 copies of notice of the meeting should be sent to Stock Exchange at the same time of dispatch to shareholders. (Clause 31(c) of Listing Agreement)	When dispatched to shareholders i.e. 08.06.2012
6.	<u>Advertisement regarding completion of dispatch of Notice</u> Give Advertisement in a leading English Newspaper and in one vernacular Newspaper circulating in the State in which the registered office of the company is situated, about having dispatched the ballot papers.	09.06.2012 (on completion of dispatch of notice)
7.	<u>Filing of form 61 along with copy of approved calendar of event and Board resolution with Registrar of Companies</u>	11.06.2012
8.	<u>Last date for receipt of Ballot Paper</u>	10.07.2012
9.	<u>Report by Scrutinizer</u>	11.07.2012
10.	<u>Declaration of Result by Chairman of Board</u>	12.07.2012
11.	<u>Intimate result of Postal ballot to the Exchange</u> Send Copy of the result of postal ballot to the exchange.	12.07.2012 (Promptly)

For Apis India Limited

For Apis India Limited

Authorised Signatory

Authorised Signatory

