



NOTICE FOR THIRTIETH ANNUAL GENERAL MEETING

Dear Shareholders,

NOTICE is hereby given that the 30th Annual General Meeting of the Shareholders of M/s Apis India Limited will be held on Friday, 28th September, 2012 at 11:30 A.M. at the Registered Office of the Company at 18/32, East Patel Nagar, New Delhi – 110 008 to transact the following businesses:-

As ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Profit & Loss Account for the year ended March 31, 2012 and the Balance Sheet as on that date together with the Directors' Report & Auditors' Report of the Company for the financial year 2011-12.
2. To appoint a Director in place of Mr. Karan Ahojja, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Sunita Chaddha, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provision of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s Sudhir Agarwal & Associates, Chartered Accountants (Firm Registration No. – 509930C), New Delhi, be and are hereby appointed as an Auditor of the Company for the financial year 2012 - 2013, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take the necessary action for re-appointment of Statutory Auditor and to take any other relevant action in this regard."

5. To declare dividend on the 4% Preference Shares of the Company and in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to Section 205 and other relevant provisions of the Companies Act, 1956 the recommendation of Board of Directors for the payment of dividend for the year ended March 31, 2012 at the rate of 4% on 3,50,000 Non – Convertible, Non – cumulative, Redeemable Preference Shares of ₹ 4/- each, whose name appeared on the Register of Preference Shareholders of the Company at the close of working hours of the Company on Monday, September 18, 2012.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take the necessary action for deposition of the amount of dividend in a separate bank account and for payment of dividend and to take any other relevant action in this regard."

As SPECIAL BUSINESS:

6. To consider and if through fit, pass with or without modification (s), the following resolution for Increase in remuneration of Mrs. Manisha Anand, Marketing Executive of the Company and to move the following as **SPECIAL RESOLUTION**:-



RESOLVED THAT pursuant to the provisions of Section 314 (1), 314 (1B) read with Directors Relatives (Office or Place of Profit) Amendment Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 and as approved by the Remuneration Committee, the consent be and is hereby accorded to the revision in remuneration payable to Mrs. Manisha Anand, relative of Promoters - Directors of the Company, holds and continue to hold an Office or Place of Profit in the Company as Marketing Executive of the Company on the payment of revised remuneration of ₹ 50,000/- (Rupees Fifty thousand only) per month inclusive of all perquisites with effect from April 1, 2012 with power to the Board of Directors to increase from time to time the remuneration upto a limit of ₹ 250,000/- per month inclusive of all perquisites.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

7. To consider and if through fit, pass with or without modification (s), the following resolution for Increase in remuneration of Mrs. Sakshi Anand, Administration - Head of the Company and to move the following as **SPECIAL RESOLUTION** :-

RESOLVED THAT pursuant to the provisions of Section 314 (1), 314 (1B) read with Directors Relatives (Office or Place of Profit) Amendment Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 and as approved by the Remuneration Committee, the consent be and is hereby accorded to the revision in remuneration payable to Mrs. Sakshi Anand, relative of Promoters - Directors of the Company, holds and continue to hold an Office or Place of Profit in the Company as an Administration - Head of the Company on the payment of revised remuneration of ₹ 60,000/- (Rupees Sixty thousand only) per month inclusive of all perquisites with effect from April 1, 2012 with power to the Board of Directors to increase from time to time the remuneration upto a limit of ₹ 250,000/- per month inclusive of all perquisites.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

Place: New Delhi
Date: August 29, 2012
Regd. Off. – 18/32, East Patel Nagar
New Delhi – 110 008

By Order of the Board of Directors

Saurabh Jaiswal
Company Secretary



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. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
2. As a part of Green Initiative in corporate governance, the Ministry of Corporate Affairs vide its Circular No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed the Companies to send official communication and documents to their shareholders through email. Accordingly, the Company intimated the Stock Exchange with regard to the same on September 29, 2011.

Thus, in cases where the shareholders have registered their e-mail address with their depository participant/Company's registrar and share transfer agent, the Company has decided to henceforth send all documents/communications including notice of general meetings, annual reports, dividend intimations, etc. through e-mail. For other cases, the Company will continue to send the printed Annual Reports as usual.

Shareholders are requested to update their preferred e-mail addresses, with the Company at greeninitiative@apisindia.com or with depository participants at their registered address, which shall be used for the purpose of sending the official documents through e-mail.

3. Shareholder whose e-mail address is not registered with the Company, a copy of this Meeting's notice along with the abridged annual report shall be sent at their registered address by the Company. Shareholders whose mail addresses are registered with the Company and who wish to receive physical copies of the abridged/full version of the annual report may also send their request to the Company at its registered office address or to the Company's Registrar and Share Transfer Agent (RTA), M/s Skyline Financial Services Private Limited, D - 153A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020.
4. Abridged and full version of the annual reports will also be available on the website of the Company in the Investor Relations section.
5. The Register of Members & Share Transfer Books shall remain closed from September 18, 2012 to September 26, 2012 (both days inclusive).
6. The Members are requested to intimate changes if any in their Address to the Company or to the Registrar and Share Transfer Agent of the Company.
7. The Company has designated an e-mail address - investor_relations@apisindia.com for timely action on investor/shareholder's complaints. Members are requested to forward their complaints, if any, at the designated e-mail address.
8. 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.
9. The communication address of our Registrar and Share Transfer Agent (RTA) M/s Skyline Financial Services Private Limited, D - 153A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020.
10. The details pertaining to the appointment / reappointment of Directors are furnished in statement of Corporate Governance in the Directors' Report attached to the Notice.
11. Members desiring any information regarding accounts in the meeting are requested to write to the Company at least seven (7) days before the date of Annual General Meeting so as to enable the Company to keep the information ready.



EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956

Item 6

Mrs. Manisha Anand, relative of Directors has been looking after the Marketing Department of the Company as Marketing Executive at a monthly remuneration of not exceeding ₹ 50,000/- and under her guidance and knowledge in the field of apiculture, the company has set up a full fledge Marketing department which has formulated various Marketing policies. In order to recognize her services, the Board of Directors had at their meeting held on Thursday, August 30, 2012 approved a revised remuneration of ₹ 50,000/- per month including all perquisites payable to her with effect from April 1, 2012 with power to the Board of Directors to increase the same from time to time upto a limit of ₹ 250,000/- per month inclusive of all perquisites.

As per the provisions of Section 314(1B) of the Companies Act, 1956, consent of the members of the Company is required by way of special resolution for her holding and continuing to hold an office or place of profit in the Company at the revised remuneration as contained in the resolution at item no 6 of the notice.

Mr. Vimal Anand, Mr. Deepak Anand, Mrs. Prem Anand & Mr. Amit Anand, Directors of the Company, being relative of Mrs. Manisha Anand is interested in the passing of the resolution. No other Director is in any way interested or concerned in the passing of the Special Resolution.

Item 7

Mrs. Sakshi Anand, relative of Directors has been looking after the Administration Department of the Company as Administration - Head at a monthly remuneration of not exceeding ₹ 50,000/- and under her guidance the company has set up a full fledge Administration department which has formulated various Administration policies. In order to recognize her services, the Board of Directors had at their meeting held on Thursday, August 30, 2012 approved a revised remuneration of ₹ 60,000/- per month including all perquisites payable to her with effect from April 1, 2012 with power to the Board of Directors to increase the same from time to time upto a limit of ₹ 250,000/- per month inclusive of all perquisites.

As per the provisions of Section 314(1B) of the Companies Act, 1956, consent of the members of the Company is required by way of special resolution for her holding and continuing to hold an office or place of profit in the Company at the revised remuneration as contained in the resolution at item no 7 of the notice.

Mr. Amit Anand, Mr. Deepak Anand, Mrs. Prem Anand & Mr. Vimal Anand, Directors of the Company, being relative of Mrs. Sakshi Anand is interested in the passing of the resolution. No other Director is in any way interested or concerned in the passing of the Special Resolution.

Place: New Delhi
Date: August 29, 2012

Regd. Off. - 18/32, East Patel Nagar
New Delhi - 110 008

By Order of the Board of Directors
For Apis India Limited

(Saurabh Jaiswal)
Company Secretary

