

NOTICE FOR THIRTY FIRST ANNUAL GENERAL MEETING

Dear Shareholders,

NOTICE is hereby given that the 31st Annual General Meeting of M/s Apis India Limited will be held at 18/32, East Patel Nagar, New Delhi – 110 008 on Saturday, 28th September, 2013 at 11:00 A.M. at the Registered Office of the Company to transact the following businesses:-

As ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited balance Sheet as at 31st March 2013 and the Statement of Profit & Loss for the year ended as on that date together with the Report of the Board of Directors' Report & Auditors thereon.
2. To appoint a Director in place of Mr. Sushil Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Shalini Malik, 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 is hereby re-appointed as the Statutory Auditor of the Company for the financial year 2013 - 2014, 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, 2013 at the rate of 4% on 3,50,000 Non – Convertible, Non – cumulative, Redeemable Preference Shares of Rs. 4/- each, whose name appeared on the Register of Preference Shareholders of the Company at the close of working hours of the Company on Wednesday, September 18, 2013.

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."

Place: New Delhi
Date: September 2, 2013
Regd. Off. – 18/32, East Patel Nagar
New Delhi – 110 008
India

By Order of the Board of Directors


Vikas Aggarwal
(Company Secretary)

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.
2. Proxies in order to be effective must be received by the company at its registered office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of the limited companies, societies, partnership firms, etc. must be accompanied by an appropriate resolution/authority as applicable, issued on behalf of nominating organization.
3. Members are requested to note that entry to the meeting hall/Premises is strictly restricted to the members/beneficial owners holding duly filled in attendance slips and proxies holding valid proxy forms.
4. 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.

5. 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.
6. Abridged and full version of the annual reports will also be available on the website of the Company in the Investor Relations section.
7. The Register of Members & Share Transfer Books shall remain closed from September 19, 2013 to September 26, 2013 (both days inclusive).
8. 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.
9. 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.
10. 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.



11. 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.
12. The details pertaining to the appointment / reappointment of Directors are furnished in statement of Corporate Governance in the Directors' Report attached to the Notice.
13. 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.

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INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT) AS ON THE DATE OF NOTICE

Name of the Director	Mr. Sushil Gupta	Mrs. Shalini Malik
Date of Birth	February 02, 1955	May 05, 1972
Qualifications	B.Com	M.A. , B. Ed
Experience and expertise in specific functional area	General Management	Finance & General Management
Shareholdings in Apis India Limited as on March 31, 2013	16709 Shares	NIL
Directorships held in other Public Limited Companies in India	NIL	NIL
Membership/ Chairmanship of Committees of the Board of Directors of the Company	2	2
Membership/ Chairmanship of Committees in Public Limited Companies in India	2	2

