



APIS
INDIA LIMITED

PROCEEDINGS OF MINUTES OF THE 32nd ANNUAL GENERAL MEETING OF
APIS INDIA LIMITED HELD ON FRIDAY THE 26TH DAY OF SEPTEMBER, 2014
AT 11:00 A.M. AT THE REGISTERED OFFICE SITUATED AT 18/32 EAST PATEL
NAGAR, NEW DELHI - 110 008

DIRECTORS PRESENT:

Mr. Deepak Anand
Mr. Vimal Anand
Mr. Amit Anand
Mr. Karan Ahooja
Mr. Sushil Gupta
Mrs. Shalini Malik
Mrs. Sunita Chaddha

Chairman - Director - Member
Managing Director - Member
Whole Time Director- Member
Director – Chairman of Audit Committee
Director- Member
Director
Director

IN ATTENDANCE:

Mr. Vikas Aggarwal

Company Secretary

SPECIAL INVITEE:

Mr. Amit Kumar (Partner)

Statutory Auditors (M/s Sudhir Agarwal &
Associates)

MEMBERS PRESENT :

Eighteen (18) Members in person were present at the meeting including 5 shareholders belonging to promoter group.

ELECTION OF CHAIRMAN:

With the consent of the shareholders present, Mr Deepak Anand was elected to chair the Meeting.

Mr. Vimal Anand, Compliance Officer cum Managing Director of the Company, after ascertaining the requisite quorum, announced that the proper quorum for the Meeting was present, and with permission of the Chairman called the Thirty second Annual General Meeting to order.

Mr. Amit Anand, Whole time Director of the Company, welcomed the members at the Annual General Meeting of the Company.

NOTICE:

With the permission of the members, the notice calling the meeting along with the Addendum to the Notice was taken as read.

AUDITORS' REPORT:

With the permission of the Members, the Auditors' Report as given by the Statutory Auditor of the Company was read by Mr. Vikas Aggarwal, Company Secretary of the Company. The Annexure to the Auditors' Report was taken as read with the permission of the Members.

DIRECTORS' REPORT:

With the permission of the Members, the Directors' Report as given in the Annual report was read by Mr. Vikas Aggarwal Company Secretary of the Company.

Thereafter the items of agenda were taken up in order as per notice.

ORDINARY BUSINESS

1. Adoption of Accounts for the Financial Year 2013 – 2014 (Resolution No. 1)

Ms. Heera, Member proposed the following resolution:

"**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account of the Company for the financial year ended on that date together with the Directors' and the Auditors' Report thereon and all other documents attached thereto and laid before the meeting be and are hereby received, considered and adopted."

Before putting the resolution to vote, the Chairman invited the shareholders for their comments.

Mr. Ashwani Vats, Member seconded the resolution.

Thereafter, there being no comments and the Chairman put the resolution for the adoption of Accounts of the Company to vote by Poll and it was passed with requisite majority.

2. Re – appointment of Mrs. Sunita Chaddha as a Director (Resolution No. 2)

Mr. Neeraj Kumar Gupta, Member proposed the following resolution:

"RESOLVED THAT Mrs. Sunita Chaddha, director of the Company, be and is hereby retire by rotation and being eligible for re-appointment who offers himself to be re-appointed, be and is hereby re-appointed as director of the Company who is liable to retire by rotation."

Mr. Shiv Diwan, Member seconded the resolution.

The Chairman put this resolution to vote by Poll and it was passed with requisite majority.

3. Re – appointment of Mr. Karan Ahooja as a Director (Resolution No. 3)

Mr. Ashwani Vats, Member proposed the following resolution:

"RESOLVED THAT Mr. Karan Ahooja, director of the Company, be and is hereby retire by rotation and being eligible for re-appointment who offers himself to be re-appointed, be and is hereby re-appointed as director of the Company who is liable to retire by rotation."

Mr. Shiv Diwan, Member seconded the resolution.

The Chairman put this resolution to vote by Poll and it was passed with requisite majority.

4. Appointment of Statutory Auditors (Resolution No. 4)

Mr. Sushil Gupta, Member proposed the following 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 2014 - 2015, 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."

Mr. Jai Prakash Saxena, Member seconded the resolution.

The Chairman put the resolution for appointment of Statutory Auditor of the Company to vote by Poll and it was passed with requisite majority.

5. Declaration of Dividend on Preference Shares (Resolution No. 5)

Mr. Rajeev Kumar Vats, Member proposed the following 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, 2014 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 24, 2014.

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."

Mr. Vipin Ahooja, Member seconded the resolution.

The Chairman put the resolution for declaration of dividend on Preference Shares of the Company to vote by Poll and it was passed with requisite majority.

VOTE OF THANKS

There being no other business to be transacted, the meeting concluded with a vote of thanks to the chair.

Place: New Delhi

Date: September 26, 2014


(CHAIRMAN)