

**NOTICE**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of the Company will be held on Wednesday, 24<sup>th</sup> March, 2010 at 11:00 A.M. at the Registered Office of the Company at 18/32 East Patel Nagar, New Delhi-110008 to transact the following businesses:-

1. To consider and if thought fit, pass with or without modification(s), the following resolution for increase in the authorized share capital of the Company and to move the following as Ordinary Resolution :-

**RESOLVED THAT** pursuant to section 94 and other applicable provisions, if any of the Companies Act, 1956, the authorized share capital of the company be and is hereby increased to Rs. 12,70,00,000 (Twelve Crores Seventy Lacs) divided into 55,00,000 (Fifty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 7,20,000 (Seven Lacs Twenty Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred only) each by increasing 3,70,000 (Three Lacs Seventy Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred) each.

**RESOLVED FURTHER THAT** pursuant to section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby substituted as follows:-

“V. The Authorized Share Capital of the Company is Rs. 12,70,00,000/- (Twelve Crores Seventy Lacs only) divided into 55,00,000 (Fifty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 7,20,000 (Seven Lacs Twenty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred only) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds and things as the Board may in its absolute discretion consider necessary, proper, desirable or appropriate for giving effect to the above said alteration of Memorandum and Article of Association and to settle any question, difficulty or doubt that may arise in this regard in such manner as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company”.

By order of the Board of Directors

**For APIS India Limited**

Place: New Delhi  
Date: 17.03.2010

**Sd/-  
Vimal Anand  
Managing Director**

**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.
2. Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Special Business set out in the Notice is attached.
3. All documents referred to in the Notice or in the accompanying Explanatory Statement are open for inspection by the Members at the registered office of the Company between 11:00 a.m and 1:00 p.m. on all working days upto the date of Extra Ordinary General Meeting.
4. 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.
5. 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.
6. The communication address of our Registrar and Share Transfer Agent (RTA) Intime Spectrum Registry Limited is A-40, Naraina Industrial Area, Phase-II, Near Batra Banquet Hall, New Delhi – 110028.

Apis India Limited

**Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956**

**Item 1**

Company requires funds in near future for business expansion, enhancement of competitiveness and strengthening of its financial position through long term resource, hence there would be a requirement to increase the authorized capital of equity shares.

Your directors recommend this resolution at Item 1 for approval of members.

None of the Directors are interested in the above resolution.

By order of the Board of Directors

**For APIS India Limited**

Place: New Delhi  
Date: 17.03.2010

**Sd/-  
Vimal Anand  
Managing Director**

**APIS INDIA LTD.  
18/32, EAST PATEL NAGAR, NEW DELHI-110008**

FORM OF PROXY  
↓  
GENERAL FORM  
APIS INDIA LTD.  
NEW DELHI

I/We .....of .....  
in the district of ..... being a member/  
members of the above – named company hereby appoint ..... of  
..... in the district of ..... or failing him .....  
of ..... in the district of ..... as my/our proxy to  
vote for me/us on my/our behalf at the Extra Ordinary General Meeting of the company to be  
held on the 24<sup>th</sup> March, 2010 and at any adjournment thereof.

Signed this ..... day of ..... 2010.

Signature

**Ledger Folio.**

**Name & Address**

**Proxy no.**

*Note: - The proxy must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting*

Apis India Limited

**APIS INDIA LTD.  
18/32, EAST PATEL NAGAR, NEW DELHI-110008**

**Attendance slip**

Please complete this attendance slip and hand it over at the entrance of the meeting hall. Joint holders may obtain attendance slip on request.

**Ledger folio no.**

**No. of shares**

**Name**

**Address**

I hereby record my presence at the Annual General Meeting of the Company to be held on Wednesday, 24<sup>th</sup> March, 2010 at 11.00 a.m. at 18/32 East Patel Nagar, New Delhi-110008.

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Signature

**FORM NO. 22A  
THE COMPANIES ACT 1956**

**CONSENT BY SHAREHOLDERS FOR SHORTER NOTICE  
(Pursuant to Section 171(2))**

To,

The Board of Directors  
Apis India Limited.

I -----

S/o -----

R/o -----

Shareholder holding ----- Equity Share(s) of Rs. ----- each in the Company hereby give my consent pursuant to section 171(2) of the Companies Act, 1956, to hold the Extra Ordinary General Meeting or any adjournment thereof at shorter notice on Wednesday, 24<sup>th</sup> March, 2010 at 11:00 AM.

Signatures \_\_\_\_\_

Name \_\_\_\_\_  
(IN BLOCK LETTERS)

Date: