

## NOTICE

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of the Company will be held on Tuesday, 26<sup>th</sup> October, 2010 at 3:00 P.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 through fit, pass with or without modification (s), the following resolution for reclassification of the 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 re-classified by cancellation of 3,70,000 (Three Lacs Seventy Thousand) un-issued 4% Preference Shares of Rs 100/- (Rupees Hundred) and creation of 37,00,000 (Thirty Seven Lacs) Equity Shares of Rs 10/- (Rupees Ten)”

**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 Authorised Share Capital of the Company is Rs.12,70,00,000/- (Rupees Twelve Crore and Seventy Lacs only) divided into 92,00,000 (Ninety Two lacs) Equity Shares of Rs.10/- each and 3,50,000 (Three lacs Fifty Thousand) Preference Shares of Rs. 100/- 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 abovesaid alteration of Memorandum 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**

**Sd/-**

**Vimal Anand  
Managing Director**

Place : New Delhi  
Date : 29.09.2010

### 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. The Member are requested to: -
  - a) Intimate changes if any in their Address to the Company or to the Registrar and Share Transfer Agent of the Company.
  - b) Quote Folio number in all their correspondence with the Company.
4. 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.

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

**Item No. 1**

The present authorised share capital of the company is Rs.12,70,00,000/- (Rupees Twelve Crore and Seventy Lacs only) divided into 55,00,000 Equity shares of Rs. 10 each and 7,20,000 preference shares of Rs. 100 each. The Company has in its General Meeting of Preference Shareholders of the Company held on 19<sup>th</sup> March, 2010 provided the option to such shareholders for getting the early redemption of their Preference Shares. Of the holders of total 7,16,433 Preference Shares of the Company, the holders of 3,66,433 have accepted for an early redemption of their Preference Shares. After redemption of the Preference Shares, 3,70,000 Preference Shares in the Authorized Capital have become un-issued. Also the Management has no plans to further issue such kind of Preference Shares. Hence the reclassification of the share capital between the Equity Shares and Preference Shares is proposed.

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

None of the Directors are interested in the said resolution.

By order of the Board of Directors

**For APIS India Limited**

**Sd/-**

**Vimal Anand**

**Managing Director**

Place : New Delhi

Date : 29.09.2010

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

FORM OF PROXY

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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  
26<sup>th</sup> October, 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 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 Extra ordinary General Meeting of the Company to be held on Tuesday, 26<sup>th</sup> October, 2010 at 3:00 p.m. at 18/32 East Patel Nagar, New Delhi-110008.

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Signature