

## **POSTAL BALLOT NOTICE**

### **NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956**

Dear Members,

**NOTICE** is hereby given pursuant to Section 192A of the Companies Act, 1956 (“**Companies Act**”) read with the Companies (Passing of Resolution by Postal ballot) Rules, 2001 (“**Postal Ballot Rules**”) that the Company is seeking the consent of its members by way of Postal Ballot in respect of Alteration of Memorandum of Association and Appointment of new Statutory Auditor of the Company.

The proposed resolution along with Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 and a Postal Ballot form is enclosed for your consideration and the Company is in Compliance with Rule 5(b) of Postal ballot Rules, appointed M/s Umesh Kumar & Associates, Practicing Company Secretaries firm as a Scrutinizer for conducting the entire Postal Ballot process in a fair and transparent manner.

You are requested to read the instruction carefully printed on the Postal Ballot Form sent herewith and return the form duly completed in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of Working Hours i.e. 1700 hours on August 23, 2011. Please note that any Postal Ballot Form received after the said date will be treated as not having been received.

The Scrutinizer will submit his report addressed to the Chairman/ Managing Director of the Company after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot shall be announced at 1600 Hours at the Registered office of the Company on 26<sup>th</sup> August 2011 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will immediately be intimated to the Bombay Stock Exchange Ltd.

The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed Resolutions.

The Resolutions along with Explanatory Statement setting out material facts are as follows: The Material Statement given by the Directors of the Company.

#### **ITEM NO. – 1**

#### **SPECIAL BUSINESS**

#### **ALTERATION OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 17, 18 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the confirmation by the Registrar of Companies and such other

necessary consent/approvals from the other authorities, as may be required, Clause III (A) of the Memorandum of Association of the Company containing the “Main Objects” be and is hereby altered as follows:

**A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ARE:**

The existing Sub – Clause 1 & 2 be and are hereby substituted by the following new Sub-clauses 1 & 2 under Clause III (A) of Memorandum of Association of the Company:

1. To carry on the business of farming, apiculture, horticulture, floriculture, sericulture, dairies, cultivators of all kinds of herbs, spices, fruit, food products, dairy products, proprietors of orchard and traders, exporters and sellers of and dealers in products of farming, dairy, herbs, spices, horticulture, floriculture, sericulture , pisciculture, food products & any other animal product and to operate shops, eating houses, outlets, kiosks, dine in facility, take away or home delivery based service in India or elsewhere, whether as owners, co – owners, joint ventures, franchisor, franchisee or through sub – franchise and/or any other business model.
2. To carry on business as manufacturers, producers, processors, growers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, bottlers, packers, preservers, stockists, agents, sub-agents, merchants, distributors, brokers, concessionaires or otherwise deal in all kinds of herbs, spices, foods, pesticides, insecticides, flavoured drinks including soft drinks, fruit juices, tea & tea products and all types of chemicals used in apiculture, pisciculture, sericulture, horticulture.

**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 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”.

**ITEM NO. – 2**

**ORDINARY BUSINESS**

**APPOINTMENT OF STATUTORY AUDITORS**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to provision of Section 224 and other applicable provisions if any of the Companies Act, 1956 and further subject to such approval as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of M/s Sudhir Agarwal & Associates, Chartered Accountants, New Delhi as the Auditor of the Company to fill the casual vacancy arose on

account of the resignation received from the existing Auditors M/s Arora Rajesh & Associates, Chartered Accountants, New Delhi, until the conclusion of the next Annual General Meeting of the Company on the terms of remunerations to be decided by the Board of Directors from time to time.”

**By order of the Board of Directors  
For APIS India Limited**

**Place:** New Delhi  
**Date:** July 21, 2011  
**Regd. Office:** 18/32, East Patel Nagar,  
New Delhi – 110 008

Sd/-  
**Amit Anand**  
**(Whole Time Director)**

**Encl.**

- a) Postal Ballot Form

## **Notes:**

1. An explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 setting out all material facts concerning the aforesaid business and reason thereof are annexed hereto.
2. As per requirement of the aforesaid section, resolutions in the accompanying notice require consent of the shareholders through Postal Ballot. You are, therefore, requested to communicate your assent or dissent in writing in Postal Ballot Form sent herewith in accordance with the instruction set out therein.
3. The Board of Directors at its Meeting held on 21<sup>st</sup> July 2011 has appointed M/s Umesh Kumar & Associates, Practicing Company Secretaries firm as a Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

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

### **ITEM NO. - 1**

Your Company is growing at a rapid pace and accordingly Company intends to expand the scope of the activities carried on. The existing Objects of the Company are specific and restrict the Company to undertake limited activities. The proposed alteration to the Main Objects of the Memorandum of Association shall enable the Company to expand its activities and other related businesses. The Board of Directors, in their Meeting held on July 21, 2011, has approved the alteration of Objects Clause of Memorandum of Association subject to the final approval of the Members.

Accordingly, in terms of Section 17 of the Companies Act, 1956, it is proposed to alter the Objects Clause of the Company as contained in Clause III of the Memorandum of Association by way of Special Resolution. A new set of the Memorandum of Association after incorporating the proposed alterations will be made available for inspections of the members at the Registered Office of the Company on all days except Saturdays, Sundays and Public Holidays between 11:00 A.M and 1:00 P.M. after the resolutions passed.

The Board recommends the resolution for the approval of the Shareholders through Postal Ballot in terms of the provision of Section 192A of the Companies Act read with Postal Ballot Rules.

None of the Directors are in anyway concerned or interested in the said resolution.

### **ITEM NO. - 2**

M/s Arora Rajesh & Associates, Chartered Accountants, New Delhi were appointed as Auditor of the Company at the last Annual General Meeting held on September 30, 2010 to hold the office till the conclusion of the forthcoming Annual General Meeting. The Company has received a notice from them in writing submitting their resignation as auditor of the Company with immediate effect. A copy of the

resignation tendered by the Auditors and eligibility letter as referred elsewhere are available for inspection of the members till the date of the meeting during business hours.

As per proviso to Section 224(6)(a) of the Companies Act, 1956 provides that vacancy is caused by resignation of an Auditor, the Board of Directors of the Company proposed to appoint M/s Sudhir Agarwal & Associates, Chartered Accountants, New Delhi as Auditors of the Company, subject to the approval of the Shareholders in the General Meeting, till the conclusion of the next Annual General Meeting on the terms of the remuneration to be mutually decided by the Board of Directors from time to time.

A Certificate has been received from M/s Sudhir Agarwal & Associates, Chartered Accountants, New Delhi to the effect that they are qualified for appointment as Auditors of the Company and the proposed appointment if made by the Company will be within the limits specified under Section 224 (1B) of the Companies Act, 1956.

The Board recommends the resolution for the approval of the Shareholders through Postal Ballot in terms of the provision of Section 192A of the Companies Act read with Postal Ballot Rules.

None of the Directors are in anyway concerned or interested in the said resolution.

**By order of the Board of Directors  
For APIS India Limited**

Sd/-

**Amit Anand  
(Whole Time Director)**

**Place:** New Delhi

**Date:** July 21, 2011

**Regd. Office:** 18/32, East Patel Nagar,  
New Delhi – 110 008

Serial No. \_\_\_\_\_

**POSTAL BALLOT FORM  
FOR EQUITY SHAREHOLDERS OF Rs.10/- EACH**

1.	Name & Registered Address of the sole/first Named Shareholder	
2.	Name(s) of the joint Shareholder(s), if any.	
3.	Registered folio No./DP ID No./Client ID No.*( * Applicable to investors Holding Shares in dematerialized form)	
4.	Number of Shares held	
5.	I/We hereby exercise my/our votes in respect of the Resolution to be passed through Postal Ballot for the businesses stated in the Notice of the Company dated 21 <sup>st</sup> July, 2011 by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below.	

Item No.	Description		No. of Shares	Please tick (✓) in the appropriate box below
1.	<b>Special Resolution</b> for Alteration of Objects Clause of Memorandum of Association of the Company under Section 17 & 18 of the Companies Act, 1956	I/We assent to the Resolution		
		I/We dissent to the Resolution		
2.	<b>Ordinary Resolution</b> for appointment of new Statutory Auditor on resignation of Existing Auditor of the Company under Section 224 of the Companies Act, 1956	I/We assent to the Resolution		
		I/We dissent to the Resolution		

Date:

Signature of the Shareholder

Place:

*Note: Please read carefully the instructions printed overleaf before exercising your vote.*

## **INSTRUCTIONS**

1. A Member desiring to exercise his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if sent by courier or by hand at the expense of the registered Shareholder will also be accepted.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed (as per the specimen signature Registered with the Company) by the first named Shareholder and in his absence, by the next named Shareholder.
4. There will be one Postal Ballot Form for every Folio irrespective of the number of joint holders.
5. The Postal Ballot shall not be exercised by a Proxy.
6. Incomplete, unsigned or incorrectly ticked Ballot Form will be rejected.
7. The Scrutinizer's decision on the validity of a Postal Ballot will be final.
8. Duly completed Postal Ballot Forms should reach the Company not later than the close of working hours on 23<sup>rd</sup> August 2011. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the Shareholder(s) has not been received.
9. Voting rights shall be reckoned on the paid up value of Shares registered in the name of the Shareholders on the date of dispatch of the Notice.
10. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authorization together with specimen signature(s) of the duly authorized signatories.
11. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer
12. Postal Ballot form received by fax will be rejected as if reply from shareholder has not been received unless the original Postal Ballot Form is received within prescribed time period
13. The Scrutinizer will submit the report to the Chairman cum Managing Director of the Company, after completion of the Scrutiny and result of the Postal Ballot will be announced by a Director of the Company on 26<sup>th</sup> August, 2011 at the Corporate Office of the Company.