

APIS INDIA LIMITED

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

POSTAL BALLOT

[NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956]

Dear Shareholders,

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956 (“**Companies Act**”) read with the Companies (Passing of the Resolution by Postal ballot) Rules, 2011 (“**Postal Ballot Rules**”) that the Company is seeking the consent of its members by way of Postal Ballot in respect of re – appointment of Mr. Vimal Anand as Managing Director 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 **Tuesday, July 10, 2012**. 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 1130 Hours at the Registered Office of the Company on **Thursday, July 12, 2012** 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 Limited.

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:

SPECIAL BUSINESS

ITEM NO. 1

RE – APPOINTMENT OF MR. VIMAL ANAND AS MANGING DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269 & 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof) for the time being in force and subject to such consent(s), approval(s) and permission(s) as

may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed to by the Board of Directors (hereinafter referred to as Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the shareholders be and is hereby accorded to the re-appointment of Mr. Vimal Anand as Managing Director of the Company for period of five years with effect from June 01, 2012 on the terms and conditions, which are set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT Mr. Vimal Anand, until he continues to hold the office of Managing Director of the Company, shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. Vimal Anand remuneration and perquisites not exceeding the ceiling limit laid down in Section II of Part II of Schedule XIII of the Companies Act, 1956, as may be decided by the Board of Directors".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to vary any of the terms of remuneration in consultation with Managing Director provided such variation is in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and/ or the provisions of law as may be applicable thereto from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized jointly and/or severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

ITEM NO. 2

SPECIAL BUSINESS

AMENDMENT IN ARTICLES 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 31 and other applicable, if any, of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof) for the time being in force and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as are agreed to by the Board of Directors (hereinafter referred to as Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the shareholders be and is hereby accorded to alter the Articles of Association of the Company by inserting the following as Article 215 (aa) immediately after the existing Article 215(a) as under:

“Notwithstanding anything mentioned in these Articles, the Company may send any communication including Notice of General Meeting, Annual Reports, etc. to any person(s) by electronic mode, as may be permitted by applicable law.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.”

Place: New Delhi
Date: May 30, 2012
Regd. Off.: 18/32, East Patel Nagar
New Delhi – 110 008

By Order of the Board of Directors
For **Apis India Limited**
Sd/-
Shalini Malik
Director

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all material facts concerning the aforesaid special business and reasons thereof are annexed thereto.
2. As per the requirement of the aforesaid section, resolution 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 the postal ballot form sent herewith in accordance with instructions set out herein and return the same, duly completed and signed, to the scrutinizer by post or mail at the following address:

M/s Umesh Kumar & Associates

235, Garg Plaza Complex, Bhera Enclave,
Opp. National Market, Paschim Vihar,
New Delhi – 110 087
Email - csumesh07@gmail.com

3. Members who have not registered their email address with the Company/R & T Agent are requested to intimate/update their email address to the Company/R & T Agent.
4. The Notice of Postal Ballot are sent to the shareholders of the Company through electronic mode at their registered email ids obtained from members pursuant to Section 3(a)(iii) of the Companies (Passing of the Resolution by Postal ballot) Rules, 2011.
5. Members who want to receive notice in physical form can send the request letter through post at the Registered Office of the Company or at their mail id i.e. mail@apisindia.com.
6. The Board of Directors at their meeting held on May 30, 2012 has appointed M/s Umesh Kumar & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair manner.
7. For this purpose, May 30, 2012 has been fixed as cut-off date for determining the name of Members who are entitled to vote on these matters.

ANNEXURE TO THE NOTICE

Explanatory Statements pursuant to Section 173 of the Companies Act, 1956

ITEM NO. 1

1. The Board vide its Resolution dated May 30, 2012 had approved the re-appointment of Mr. Vimal Anand as the Managing Director of the Company for a period of 5 (five) years with effect from June 01, 2012 on same terms and conditions of remuneration as were paid to him earlier. The details of the same are as under:

A. Salary – Rs. 6, 00,000/- per annum including the Dearness and all other allowances.

B. Other Benefits – Mr. Vimal Anand shall also be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

C. Minimum Remuneration – In the event of loss or inadequacy of profits during Mr. Vimal Anand's tenure as Managing Director, the remuneration as set out above, will be paid or granted to him as minimum remuneration, provided that the total remuneration by way of salary and other allowances shall not exceed the applicable ceiling in terms of Schedule XIII to the Act, as may be amended from time to time, or other such higher amount approved by the Central Government.

D. Sitting Fees – No sitting Fees shall be paid to the Managing Director for attending the Meetings of the Board of Directors of the Company or Committees thereof.

2. Brief Profile of Appointee Director

Information pursuant to Clause 49 IV (G) (i) of the Listing Agreement as follows:

Name	Mr. Vimal Anand s/o Mr. Deepak Anand
Age	40 years
Profile & Experience	Mr. Vimal Anand, a Commerce Graduate by qualification, has more than 19 years of experience in food processing business. He has vast experience in managing the Company's affairs and contributed significantly to its growth. He is also well exposed to overseas markets and regularly participating in international exhibitions around the world to promote its business and product.
Name of other Companies in which the appointees also holds Directorship	M/s Apis Natural Products Private Limited M/s Modern Herbals Private Limited
Name of other Companies in which the appointees also holds Committee Memberships	NIL
Shareholding in Apis India Limited	7,92,279 Equity Shares

3. The aforesaid appointment would be terminable from either side by giving 3 months notice in writing.

4. If the aforesaid appointment is ceased before the agreement period of 5 years, no compensation would be payable to Mr. Vimal Anand, for the unexpired period.

5. In the event of loss or inadequacy of profits during Mr. Vimal Anand's tenure as Managing Director, the remuneration as set out above, will be paid or granted to him as minimum remuneration, provided that the total remuneration by way of salary and other allowances shall not exceed the applicable ceiling in terms of Schedule XIII to the Act, as may be amended from time to time, or other such higher amount approved by the Central Government
6. The terms and conditions of remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, in consultation with Managing Director provided such variation is in accordance with the provisions of Schedule XIII of the Companies Act, 1956 and/ or the provisions of law as may be applicable thereto from time to time.
7. The remuneration package of Mr. Vimal Anand and other details such as remuneration, service contract, notice period, etc. have been disclosed above.

The Board recommend the resolution as set out in Item No. 1 for approval of the Members as Special Resolution through **Postal Ballot**.

The terms as set out in the resolution and explanatory statement may be treated as an Abstract of the terms of re – appointment pursuant to **Section 302 of the Companies Act, 1956**.

None of the Directors except Mr. Vimal Anand, Mr. Deepak Anand, Mrs. Prem Anand and Mr. Amit Anand are concerned or interested in the proposed resolution.

ITEM NO. 2

The Ministry of Corporate Affairs (MCA) in pursuance of "**Green Initiative**" vide its circular 17/2011 & 18/2011 dated 21/04/2011 & 29/04/2011 respectively enabling the Companies for sending notices, annual reports, documents and other communications, etc. to the members in electronic form, i.e. through emails registered by the shareholders etc.

In order to incorporate these in the Articles, your Directors recommended insertion of new articles as Article No. 215(aa) immediately after an existing Article 215(a) under the major head "**Documents and Notices**" of the Articles of Association of the Company carrying the matter as mentioned in the notice.

The said alteration in the Articles of Association of the Company will facilitate faster and economical communication with the shareholders of the Company and inculcate healthy Corporate Governance in the Company.

The Board recommended the resolution as set out in Item No. 2 for approval of the Members as Special Resolution through **Postal Ballot**.

None of the Directors are concerned or interested in the proposed resolution.

Place: New Delhi
Date: May 30, 2012
Regd. Off.: 18/32, East Patel Nagar
New Delhi – 110 008

By Order of the Board of Directors
For **Apis India Limited**
Sd/-
Shalini Malik
Director

APIS INDIA LIMITED

Registered Office: 18/32, East Patel Nagar, New Delhi – 110 008

POSTAL BALLOT FORM

Serial No. _____

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 st 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 Equity Shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution for re – appointment of Mr. Vimal Anand as Managing Director for the period of 5 years w.e.f. June 01, 2012			
2.	Special Resolution for Amendment in Articles of Association pursuant to Section 31 of the Companies Act, 1956			

Date:
Place:

Signature of the Shareholder

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 or before 10th July 2012. 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 12th July, 2012 at the Corporate Office of the Company.