

# ANNUAL REPORT

▶ PURITY IS OUR  
ESSENCE IN FOOD

# 2022-23



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Established In 1924, Apis India is one of the leaders in the field of organised Honey trade in India. With its world-class in-house facilities for testing, processing and filtration for honey, it has a state-of-art manufacturing facility spread over 7 acres in Rorkee, Uttarakhand with a capacity to process over 100 tonnes of honey per day.

Apis is aggressively entering the Retail space with a varied array of food products like Honey, Dates, Pickles and Jam. From Honey to Dates range to Pickles Range to Jam Range. Apis further intends to increase its offering basket, with an ambitious and innovative range of products in the pipeline. Along with retail , Apis is also present in the Bulk & Institutional sales. Apis also caters extensively to export demands and Private labels throughout the world. For this Apis products pass, the strict criterions of International Accreditations and Quality Checks.

UNIT-2

UNIT-3





## ABOUT US

Apis Group always believes in taking challenges head on and has grown robustly to become a known player in the organised Honey Trade.

We are the third generation of entrepreneurs with extensive hands on knowledge of the trade. Apis has an ISO 22000 certification for documented procedure, that applies to Food Safety framed by an International body. The company has also got the famed ORGANIC, TUV, USFDA, KOSHER, EIC, APEDA certifications. Apis is also a winner of Numerous Industry and Government of India Awards for Honey Exports

## VISION

Strive together with passion, unity of purpose, and unconventional thinking, to be a dynamic front-running brand, which is greatly valued and trusted for its efficacy.

## MISSION

To create groundbreaking, impressive products at the optimal cost through continuous value engineering, that sets the yardstick of worth & quality to consumer.

Roorkee, Uttarakhand, India



UNIT-1





# CERTIFICATIONS & ACHIEVEMENTS

Apis has the ISO 22000 (HCAAP) certification for documented procedure that applies to Food Safety Management System framed by an International body.



APEDA



KOSHER



COMPLIANCE



INTERTEK



FSMA READY



ORGANIC



HALAL INDIA



FDA



BRC GLOBAL





## HONEY SOURCING

Being a dominating player in Indian Honey Market has its challenges. Key being sourcing to cater round the year demand. We have an extensive sourcing from beekeepers spread over 15 states in India. The various Honey flora available: Rapeseed/Mustard, Acacia, Lychee, Eucalyptus, Cider, Kashmir Honey, Orange Blossom, Himalaya Honey, Wild Flower Forest Honey and Sunflower Honey .

The Honey is collected from all over india and processed at our three state-of-art plants on the foothills of Himalayas in Roorkee, Uttarakhand.



## Our Services Span

- Retail Products
- Bulk & Institutional Sales
- Export & Private Labels





# Holistic Nutrition

We offer a wide range of products in Blister, Glass bottle, Pet Jars (Bear and Hexagon shapes), Upside down bottles and Squeezy bottles to name a few.





# APIS HONEY

01.	Apis Honey	1kg
02.	Apis Honey	500g
03.	Apis Honey	1kg (Bogo)
04.	Apis Honey	500g (Bogo)
05.	Apis Honey	225g (Bogo)
06.	Apis Honey	100g
07.	Apis Honey	50g
08.	Apis Honey	25g
09.	Apis Honey	15g



# APIS PREMIUM DATES

01.	Arabian Pearls Dates (Fard)	500g/250g
02.	Royal Zahidi Dry Dates	500g/250g
03.	Nayab Dates (Box)	450g/225g
04.	Classic Deseeded Dates(Box)	450g/225g
05.	Select Dates	500g
06.	Premium Dates(Seeded)	500g
07.	Premium Dates(Deseeded)	500g
08.	Shahana Dates	500g/250g
09.	Classic Dates	500g/250g
10.	Sabaa Dates (Box)	400g
11.	Zahidi Dates (Box)	450g/225g



# APIS FRUIT BLAST JAM

01.	Apis Fruit Blast Jam	1kg
02.	Apis Fruit Blast Jam (Mixed/Mango/Pineapple)	450g
03.	Apis Fruit Blast Jam	200g
04.	Apis Fruit Blast Jam	100g



# SPREADS

01.	Peanut Butter (Crunchy)	340g
02.	Peanut Butter (Creamy)	340g
03.	Chocolate Spread	350g





# APIS CORNFLAKES

01.	Apis Corn Flakes	1Kg
02.	Apis Corn Flakes	500g



# APIS CHOCOFLAKES

01.	Apis Choco Flakes	250g
02.	Apis Choco Flakes	Rs.10/-
03.	Apis Choco Flakes	Rs.5/-



# APIS VERMICELLI

01.	Apis Vermicelli	Rs. 10/-
02.	Apis Vermicelli	400g/850g
03.	Apis Roasted Vermicelli	70g/200g/400g
04.	Apis Thin Roasted Vermicelli	70g/140g/450g



# APIS MACARONI

01.	Apis Macaroni	400g
02.	Apis Macaroni	180g



# APIS SPICELICIOUS PICKLE

**NORTH**

01.	Stuffed Red Chilli Pickle	1kg/500g
02.	Lime Pickle	1kg/500g
03.	Green Chilli Pickle	1kg/500g
04.	Mango Tangi Pickle	1kg/500g
05.	Mix Veggies Pickle	1kg/500g
06.	Mix Veggies Pickle (Bogo)	400g
07.	Mango Tangi Pickle (Bogo)	400g
08.	Lime Pickle (Bogo)	400g
09.	Green Chilli Pickle (Bogo)	400g
10.	Stuffed Red Chilli Pickle	400g





# APIS SOYA CHUNKS

01.	Soya Chunks	Rs.10/-
02.	Soya Chunks	200g



# APIS VEDIC KITCHEN PRESERVE

01.	Vedic Kitchen Ginger Garlic Paste	200g
02.	Vedic Kitchen Garlic Paste	200g
03.	Vedic Kitchen Ginger Paste	200g
04.	Vedic Kitchen Ginger Garlic Paste	100g
05.	Vedic Kitchen Ginger Garlic Paste	20g



# APIS SAFFRON

01.	Apis Saffron Bottle	1g
02.	Apis Saffron Blister	0.5g
03.	Saffron Blister	1g



# APIS GREEN TEA

01.	Apis Green Tea	25 bags
02.	Apis Green Tea with Tulsi	25 bags
03.	Apis Lemon Honey Green Tea	25 bags



# ROSE SHARBAT

01.	Rose Sharbat	750ml
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# Awards & Achievements



Honoured to be Awarded 2022-23  
Received by  
**Mr. Amit Anand, MD**



# Manufacturing Units



*State of The Art Manufacturing Plant Equipt with Latest Technology*

*Our processing set up meets all European Union Standards with a Capacity to process 100 tonnes per day.*



*Our bottling plant is equipped to handle small packaging in 6 gms to 4.5 kg packs while it also caters to bulk packaging requirements from 25 kg to 230 kgs.*



*A world class laboratory, stringently holds extensive quality control assurances to meet a product of International standards.*







# BTL-Activities



*On Ground Market Activity*

*Pickle Launch Activation*



*On Ground Market Activity*









# BTL-Activities



Modern Trade Branding





Modern Trade Branding





# CSR APIS Shapes The Future

**apis**

**Let's Spread Happiness Amongst All**

#ApisShapesTheFuture

**apis**

**Apis Shapes The Future**

**apis**

**apis Shapes The Future**

In Association with  
**Robin Hood Army**

18 January 2023 | School Park  
12:00 - 3:00 PM | Anandapada, India

**apis**







## Apis Green Tea, the Perfect Rainy Season Companion for a Healthy Mind and Body

The rainy or the monsoon season brings with it a sense of relief and happiness. After the scorching summer months, the first drops of rain can be a welcome sight. It is a time when nature seems to come alive, with lush greenery, blooming flowers, and the fresh smell of wet earth. Therefore, as much as we love the rainy season, it can also bring about a host of illnesses. The high levels of humidity create the perfect breeding ground for bacteria and viruses, leading to illnesses like colds, flu and stomach infections. Waterborne diseases like cholera and typhoid are also common during this time.

Therefore, it is essential to take precautions to keep ourselves healthy during the monsoon season. Apart from staying hydrated and maintaining good hygiene practices, we can also incorporate certain healthy habits into our daily routine to boost our immunity and keep illnesses at bay.

One such habit is the intake of Herbal Teas. As we welcome the monsoon season, we often crave a warm cup of tea to enjoy the rain. However, regular tea may not be the best option as it can cause dehydration and increase your caffeine intake. A better alternative would be to switch to green tea, which not only keeps you hydrated but also has antioxidants that boost your immunity. So, this monsoon season, switch to green tea and enjoy the rain without compromising on your health.

Apis Green Tea is the perfect choice to accompany you during the monsoon season. Not only does it help you enjoy the rain without stress, but it also offers a multitude of health benefits.

One of the key advantages of Apis Green Tea is its ability to improve brain function. The natural caffeine and amino acid content in green tea have been shown to enhance focus, memory, and overall cognitive function. This is especially beneficial during the monsoon season when gloomy weather can sometimes affect our mood and concentration.

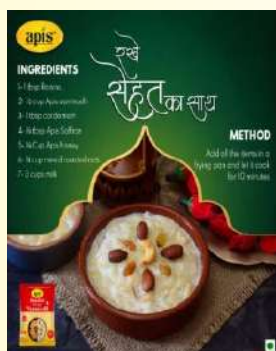
Additionally, Apis Green Tea can also help lower the risk of type 2 diabetes. Studies have suggested that green tea can improve insulin sensitivity and regulate blood sugar levels. By incorporating green tea into your daily routine, you can potentially reduce your risk of developing diabetes and maintain a healthy lifestyle. It is known to increase fat burning and improve physical appearance. By incorporating green tea into your diet, you can support your weight management goals and feel confident in your physical appearance.

The antioxidants present in green tea have powerful anti-cancer properties, potentially reducing the risk of various types of cancer. By incorporating green tea into your daily routine, you can protect your body from harmful radicals and maintain a healthy immune system.

Apis Green Tea offers three delightful variations to suit every taste and preference—classic green tea, tulsi green tea, and lemon honey green tea.

1. Classic green tea is a timeless choice, packed with antioxidants that boost your immune system and protects you from the various diseases that can be prevalent during the monsoon season. Its light and refreshing flavor will leave you feeling rejuvenated and ready to take on the day.
2. For those looking to add an extra dose of wellness, tulsi green tea is the perfect option. Tulsi, is known for its medicinal properties. This variant of green tea combines the benefits of both tulsi and green tea, making it an excellent choice for boosting your immunity and promoting overall well-being.
3. If you're someone who enjoys a hint of citrus, then the lemon honey green tea is ideal for you. The tangy lemon flavor pairs perfectly with the sweetness of honey, creating a refreshing and invigorating blend. Not only does it help in boosting your immunity, but it also aids in digestion and detoxification.

So, go ahead and sip on a cup of Apis Green Tea, and let it be your companion during the rainy days.



During the holy month of Ramadan, Muslims worldwide observe a period of fasting from sunrise, till sunset. After breaking the fast of long hours with dates and water, as is customary, it is natural to crave for a delicious meal followed by a tasty dessert.

Of course, a host of flavour-filled delicacies can be made from dates as well as other ingredients such as kesar, vermicelli and honey and the best part is, Apis offers it all which can be used to make healthy food – much needed sustenance during the month of Ramadan. In this article, we will explore a variety of such delicious recipes that can be made with such ingredients and their significance to the Islamic community.

**DATES** : Apis offers its consumers a wide range of dates which they can enjoy during Ramadan. Some of their most popular dates include the premium Fard Dates, Zahidi Dates, Ajwa dates, the succulent Medjool dates, and a lot more. These dates are perfect for breaking the Ramadan fast and are a great additions to desserts and snacks.

In addition to their nutritional value, dates hold a special cultural significance and are often given as gifts during Ramadan. After all, in the Islamic culture, dates fall into the category of superfoods. Even Prophet Muhammad accorded great importance to this fruit having planted a date palm tree in Medina himself.

**KESAR** : Saffron or kesar, is considered one of the world's most valuable and expensive spices. Among other products, Apis also provides this invaluable spice, known for its premium quality because of the brand's handpicked shards and high-end packaging techniques to retain its aroma and flavour.

Apart from adding flavour and class to the food, saffron or kesar holds quite the significance in the Islamic community mainly for its medicinal value, which comes with numerous health benefits.

It not only has anti-diabetic properties but also aids digestion and reduces inflammation. It is also known to have a calming effect on the mind, which can be particularly beneficial during Ramadan when Muslims are encouraged to practise self-reflection and introspection.

**HONEY** : Honey is described as a source of healing in the Quran. For centuries, honey has served as a natural sweetener. It is rich in multiple medicinal properties. It boosts the immune system and gives you energy, which is quintessential during this month.

Adding honey to recipes not only contributes to healthier food using natural sweeteners but also aids with medicinal advantages, by strengthening immunity during long fasting hours. During the holy month, consumers may avail of Apis Honey for a healthy and sweet Ramadan.

**VERMICELLI** : Another ingredient with historical importance for the Islamic community is vermicelli. It finds its application in various sweet and savoury recipes. In the Middle East, vermicelli is often used in desserts like kunafa, a pastry made with vermicelli and cheese.

Made from 100% hard wheat semolina, Apis offers vermicelli which can be used to make seviyan, the most consumed sweet dish during Ramadan.

**RECIPES** : Food is something that makes Ramadan special, by bringing a community together with flavoursome delicacies. On that note, here are some recipes you can cook using the above-mentioned ingredients from Apis and savour their bursting flavours.

**VANILLA MILKSHAKE** : All you need to do is add a glass of milk into a mixer, some vanilla ice cream and vanilla essence, and a tablespoon of Apis Honey and blend it well. Top it off with chunks of Apis Dates, and you are good to go. This refreshing drink is perfect for breaking the fast and provides a good energy source.

### Honey Glazed Chicken

Add some Apis Honey, olive oil, garlic powder, paprika, salt, and pepper in a small bowl and mix well. Glaze the boneless chicken with the mixture and bake for 20-25 minutes in a preheated oven until tender and crispy. Garnish with chopped coriander leaves and spring onions, and serve hot!

**SEVIYAN** : It is a very famous and common dessert cooked by the Muslims during this month.

All you need to do is add Apis Vermicelli to a boiling bowl of milk and cook until they are soft. Then add Apis Dates and Honey, according to taste and mix well. Garnish the dish with chopped dry fruits and it's ready!

**STUFFED DATES** : All you need to do is take some Apis Dates, cut them open and stuff them with some goat cheese. Top them off with crushed walnuts and a drizzle of Apis Honey. This appetiser will save you the trouble of cooking an extra snack for iftar and get you all the appreciation you deserve.

These are just a few recipes you can prepare during Ramadan if you wish to incorporate Nutrition, tradition and taste in your diet.

Ramadan is a time for reflection and self-discipline; it is important to maintain a healthy and balanced diet during this holy month. Using Apis Dates, Apis Honey, Apis Kesar and Apis Vermicelli will not only keep you nutritious but also make your dishes flavoursome because of the premium quality ingredients. These ingredients are rich in essential nutrients and are a good energy source for those fasting during the day.



# HIGHLIGHTS OF THE YEAR

## Financial Highlights\*

TOTAL INCOME GROWTH

**12.49%**

2022-23	2021-22
₹ 333.66 Crores	₹ 296.63 Crores

EBITDA GROWTH

**20.09%**

2022-23	2021-22
₹ 23.98 Crores	₹ 19.97 Crores

PAT GROWTH

**25.44%**

2022-23	2021-22
₹ 7.98 Crores	₹ 6.36 Crores

EPS GROWTH

**42.06%**

2022-23	2021-22
₹ 4.42	₹ 1.37

NET WORTH GROWTH

**9.06%**

2022-23	2021-22
₹ 100.45 Crores	₹ 92.11 Crores



# CORPORATE INFORMATION

Board of directors	
Mrs. Prem Anand	Chairperson
Mr. Amit Anand	Managing Director
Mr. Vimal Anand	Executive Director
Mr. Sushil Gupta	Independent Director
Mr. Karan Ahooja	Independent Director
Mrs. Sunita Chaddha	Independent Director
Key managerial personnel	
Mrs. Manisha Anand	Chief Financial Officer
Mr. Vikas Aggarwal	Company Secretary
Statutory Auditors	Internal Auditors
M/s G A M S & Associates LLP (Chartered Accountants) 23, IInd Floor, North West Avenue, Club Road, West Punjabi Bagh, New Delhi-110 026 E-mail: <a href="mailto:anilguptaca@hotmail.com">anilguptaca@hotmail.com</a>	M/s ASRV & Associates (Chartered Accountants) S12/228, Katra Hari Singh, Bazar Wala, Amritsar, Punjab-143001 E-mail: <a href="mailto:caanshulsharma.asrv@gmail.com">caanshulsharma.asrv@gmail.com</a>
Secretarial Auditors	Bankers
M/s Anand Nimesh & Associates (Company Secretaries) 183B, Gali No.8, Second Floor, Gurudwara Road, West Guru Angad Nagar, Laxmi Nagar, Delhi-110092 E-mail: <a href="mailto:vdnext1711@gmail.com">vdnext1711@gmail.com</a> Website: <a href="http://www.anandnimesh.com">www.anandnimesh.com</a>	Canara Bank Kotak Mahindra Bank Standard Chartered Bank
Audit Committee	Stakeholders' Relationship Committee
Sunita Chaddha, <i>Chairperson</i> Karan Ahooja, <i>Member</i> Sushil Gupta, <i>Member</i> Mukesh Kasana, <i>Member</i>	Sunita Chaddha, <i>Chairperson</i> Karan Ahooja, <i>Member</i> Sushil Gupta, <i>Member</i>
Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Sushil Gupta, <i>Chairperson</i> Karan Ahooja, <i>Member</i> Sunita Chaddha, <i>Member</i>	Karan Ahooja, <i>Chairman</i> Sushil Gupta, <i>Member</i> Vimal Anand, <i>Member</i> Amit Anand, <i>Member</i>
Registered Office	Registrar & Share Transfer Agent
18/32, East Patel Nagar, New Delhi – 110 008 Tel. No. – 011 – 43206666 Fax No.011 – 25713631 Email: <a href="mailto:mail@apisindia.com">mail@apisindia.com</a> Website: <a href="http://www.apisindia.com">www.apisindia.com</a>	M/s Skyline Financial Services Pvt. Ltd D-153A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020 Ph: 011-2681 2683, Fax: 011-2629 2681 Email: <a href="mailto:contact@skylinerta.com">contact@skylinerta.com</a> Website: <a href="http://www.skylinerta.com">www.skylinerta.com</a>
Works Unit	Corporate Identification Number
Khasra No. : 66 – 72, Village Makhiali, Dundi Pargana, Manglore, Roorkee – 247 667 Uttarakhand	L51900DL1983PLC164048



# DIRECTORS' REPORT

To  
The Members,  
**APIS India Limited**

Yours Directors take pleasure in presenting the 41st (Forty first) Annual Report of your Company together with the Audited Accounts for the year ended March 31, 2023.

## 1. FINANCIAL SUMMARY/ PERFORMANCE OF THE COMPANY:

(₹ in Lakh)

PARTICULARS	Standalone		Consolidated	
	For the year ended 31st March, 2023	For the year ended 31st March, 2022	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Sale and other Income	33,366.01	29,662.52	33,300.05	29,597.19
Profit before depreciation	1,650.36	1,269.74	1,588.05	1,201.83
Depreciation	274.71	287.33	274.71	287.33
Profit before tax and after depreciation	1,375.66	982.41	1,313.35	914.50
Provision for taxation	565.29	325.95	565.29	331.93
CSR	12.00	20.00	12.00	20.00
Profit after tax	798.36	636.47	736.06	562.56
Share of profit of an associate (net of taxes)	-	-	1,089.29	235.61
Minority Interest	-	-	-	-
Net Profit available for appropriation	798.36	636.47	1,825.34	798.17
Other Comprehensive Income for the year, net of taxes	24.18	(57.45)	24.18	(57.45)
Total Comprehensive Income for the year	822.54	579.02	1,849.52	740.72
Earnings Per Share [Equity share of ₹ 10]				
-Basic earnings per share (In ₹)	14.93	10.51	33.57	13.44
-Diluted earnings per share (In ₹)	14.93	10.51	33.57	13.44

### a) DIVIDEND

The Board of Directors of your Company, do not recommend any dividend for the financial year ended March 31, 2023.

### b) SHARE CAPITAL

The Your Company inform the members that the Hon'ble NCLT of Delhi Bench at Delhi vide its order dated January 16, 2023 has approved scheme of Amalgamation between Apis Natural Products Private Limited ("Transferor Company-1") and Modern Herbals Private Limited ("Transferor Co-2") with Apis India Limited ("the Company").

In pursuant to the order the preference shares allotted by the Company to the Transferor Companies has been Cancelled and reclassified it to the Authorised equity share

capital, therefore the paid up share capital of your Company as on March 31, 2023 was ₹ 5,51,00,760/- divided into 55,100,76 equity shares of ₹ 10/- each.

During the year under review, your Company has neither issued shares with differential voting rights nor granted stock options nor sweat equity.

## 2. OPERATIONS REVIEW AND THE STATE OF AFFAIRS OF THE COMPANY

### Operational and Financial Overview

The Company is one of the leaders in the field of organized honey trade in India. With its world class in-house facility for testing, processing and filtration for honey. It has a state of art manufacturing facility spread over 7 acres in Roorkee, Uttarakhand with a capacity to

process over 100 tonnes of honey per day. With a mission to make pure and natural products, a part of consumers' everyday life, the Company has also forayed into Tea, Cookies and Preserves considering the changing purchase dynamic & growing need for branded quality packaged products.

The Company always believes in taking challenges based on & has grown robustly to become a known player in the organized Honey Trade. The Company is a third generation of entrepreneurs with extensive hands on knowledge of the trade. The Company has an ISO2200 certification for documented procedure that applies to Food Safety framed by International body. The Company has also got the framed BRC, ISO22000, KOSHER, HALAL, NON-GMO, ORGANIC Certification. The Company is also winner of Numerous Industry and Government of India awards for Honey Export.

The Company has been thrice awarded the prestigious APEDA Export Award by Ministry of Commerce, Government of India, for our achievement in exports of honey.

For the year under review, it posted a Standalone Net Profit after Tax of ₹ 822.54 Lakh as compared to ₹ 579.02 Lakh during the previous year. The Consolidated Net Profit after Tax for the year was ₹ 1849.52 Lakh as compared to ₹ 740.72 Lakhs during the previous year.

### Operations

This year the Company is planning to expend its product basket in spread category like Honey Almond Corn flakes, Infused Honey Range, Organic Honey, Orange Marmalade, Honey almond cornflakes, Nut Mixture, Nut & Fruit Mixture, Chyawanprash, Museli with 21% Fruit, Nuts & Seeds, Museli with 20% Nuts delight, Insence Stick (Agarbati), Honey Based Fruit Drink, Rose Water.

The Company has present its current category of product basket which includes varies new product added in different category are detailed as follows:

#### a) Honey:

The Company product under the brand name of APIS Himalaya have now become an important player in branded

Honey segment in India. The Company offers a wide variety in honey like-Acacia, Eucalyptus, Himalaya Honey, Lychee, Sunflower and wild Flower Forest, mainly for the international market.

### Value Added Honey

The Company has taken honey to the next level! By adding the medicinal extracts of indigenous flavour to the good old honey, the Company has present our range of magic potions.

#### I. Bee Fit Honey

The Company has lunch this year Apis Bee Fit the Intelligent way to lose weight, boost immunity and stay fit while dieting. A potent combination of Pippali, Daru Haldi, Triphala, Ashwagandha & Dalchini with the right blend of honey make it the perfect weight loss partner. It supplements the essential nutrients on a weight-loss diet.

Apis Bee Fit Honey are available in convenient packing of 250gm and 500gm packs.

#### II. Lemon Infused Honey

The Company has incepted the new idea of Lemon Infused Honey which is inspired by Ayurveda. Ayurveda considers lemon as a primary antioxidant that helps protect cells from damaging free radicals. Lemons are very rich in Vitamin C, which plays a vital role in weight management, and lower blood pressure. It adds to vitality, is a remedy for morning dullness and boosts immunity. Added with Honey, it is a health elixir in a bottle. Try it today!

Lemon infused Honey are available in convenient packing of 100gm and 250gm packs.

#### III. Lychee Honey

The Company has lunch this year a new product in its Honey category i.e. Lychee Honey. Lychee is a great source of dietary fiber, protein, proanthocyanidins and polyphenolic compounds, which makes it an energizing fruit. 'Lychee Honey' is helpful in digestive issues, cognitive disorders, helps



improving blood circulation, and protecting the body from various diseases and afflictions. 'Lychee honey' has the wealth of potassium and organic compounds, which are connected to a number of important health benefits. So, choose the delicious way to health today!

Lychee Honey are available in convenient packing of 100gm, 250gm and 500gm packs.

#### **IV. Sitopladi Honey**

Sitopladi is an Ayurvedic remedy for respiratory issues like congestion. Banslochan, piper logum, cardamom and cinnamon, are believed to restore natural functions of the respiratory, digestive and immune system of the body. The 'Immuno-modulator' content in it boosts immunity and vitality. Just one spoon of Sitopladi honey before bed takes care of your respiratory problems.

Sitopladi Honey are available in convenient packing of 100gm and 250gm packs.

#### **V. Tulsi Infused Honey**

The Company has incepted the new idea of Tulsi Infused Honey for its near miraculous medicinal values, lie holy Tulsi has been highly valued and worshipped in India for liousands of years. It is an excellent antioxidant liat protects lie body from many diseases. Tulsi, when infused wili Honey, makes 'Tulsi Honey', a potent remedy for cough and cold, respiratory disorders, headache and helps in treating stomach flu, urinary and genital infections. Give it a try today.

Tulsi Infused Honey are available in convenient packing of 100gm and 250gm packs.

#### **VI. Ginger Honey**

For centuries, Ginger is believed to be beneficial for healli and healing. Its anti-inflammatory and antioxidant properties help in relieving nausea, loss of appetite, motion sickness, pain, cold and flu, and inflammation. When infused wili Honey, "Ginger Honey" is a boon for cough and

cold related issues. It helps in reducing lie cholesterol, and on maintaining healliy blood sugar levels. Try lie taste of good healli today!

Ginger Honey are available in convenient packing of 100gm and 250gm packs.

It also has specialized honey, which comprises of Ginger, Lemon, Organic and honey with nuts. It is also certified with Non-GMO status, a rarity in case of honey. APIS Himalaya products are available in convenient packaging starting from 20 gm to 1.5 kg packs in retail.

#### **b) Green Tea**

The Company five Senses Green Tea, is an ode to the Great Tea tasting tradition. The color, the aroma, the texture, the mouth fee, promises a sensorial epiphany. Our Tea is sourced from tea gardens and is treated with the time honored process that ensure the right moisture, texture, flavour and aroma. For further intensification of leaves, they are oxidized in huge oxidation floors of our tea processing plants. Rolling then shapes our tea leaves in the right from which are then dried, aged and packed to exhibit great taste and aroma. Each of these processes, is carried out in a climate controlled facility to avoid spoilage and maintain the perfect tea texture and flavour. The Tea is also an elixir of Good Health, longevity and possesses innumerable medicinal properties. It is pure joy in a cup-A true Connoisseur's choice!

#### **c) Spicelicious Pickles**

The Company has added its basket Spicelicious pickles which added magic to each meal. Apis pickles turn the most simplest of meals into an extravagance. Made from the best of Vegetables, fruits, Spices & Oils, Apis pickles use the most elaborate of processes & recipes to bring the most magical pickles range for the challenging Indian Palette.

Each bite promises to bring a riot of sensations on the taste buds. Making life tangier. An essential for every kitchen and Dinner table.

Since time immemorial, pickles have been the common thread that have tied India together. Our assorted array of lip smacking pickles pair up wonderfully with Indian meals.

The Company has this year lunch two newly category i.e. North Indian Pickles and South Indian Pickles.

### North Indian Pickles

#### i. Green Chilli Pickle

A treat for lie adventurous foodies! Green chilli pickles are a delight to your tastebuds.

Green Chilli Pickle are available in convenient packing of 400gm, 500gm and 1kg packs.

#### ii. Lime Pickle

Sour limes transform into beautiful pickles. Enjoy our evergreen lime pickles wili flatbreads.

Lime Pickle are available in convenient packing of 400gm, 500gm and 1kg packs.

#### iii. Mango Tang

Lie quintessential Indian pickle. Pair it wili your favourite dishes to relish lie tang of lie king of fruits!

Mango Tag are available in convenient packing of 200gm, 500gm and 200gm (TN) packs.

#### iv. Mixed Veggies Pickle

Lie goodness of mixed veggies to take your meals to lie next level of flavour.

Mixed Veggies Pickle are available in convenient packing of 400gm, 500gm, 1kg and 5kg packs.

#### v. Red Stuff Pickle

A gentle reminder of your childhood. Pair lieese pickles wili your favourite meals for a quick trip down memory lane.

Red Stuff Pickle are available in convenient packing of 400gm, 500gm and 1kg packs.

### South Indian Pickles

#### i. Gongura Pickle

A delicacy from Andhra Pradesh. Garlic infuses the classic gongura pickles with new flavour that take your meals to the next level!

Gongura Pickle are available in convenient packing of 200gm, and 500gm packs.

#### ii. Lime Pickle

Sour limes transform into beautiful pickles. Enjoy our evergreen lime pickles wili flatbreads.

Lime Pickle are available in convenient packing of 200gm, 500gm and 200gm (TN) packs.

#### iii. Mango Tang

The quintessential Indian pickle. Pair it with your favourite dishes to relish the tang of the king of fruits!

Mango Tag are available in convenient packing of 200gm, 500gm and 200gm (TN) packs.

#### iv. Mixed Veggies Pickle

The goodness of mixed veggies to take your meals to the next level of flavour.

Mixed Veggies Pickle with Garlic are available in convenient packing of 200gm, 500gm, 200gm (TN) and 5kg packs.

#### v. Tomato Pickle

This south Indian delicacy is the perfect accompaniment to go with your meals.

Tomato Pickle with Garlic are available in convenient packing of 200gm and 500gm packs.

#### d) Preserves

Getting a consistent product throughout the year is a must and our quality Control ensures that you get the perfect taste in our preserves all year around. Right from sourcing the right raw product, to proper cleaning and treatment, a stringent process flow is maintained to give you



the best product. Kitchen essentials are kept as fresh as they did when plucked. No added flavour or chemicals are used in Apis preserves.

The Company has introduced Ginger Garlic Paste in 100gm and 200gm pouches to make their presence in the domestic market and knock the door to reach the maximum no of consumers.

However our preserves are available in convenient packing starting from 25gm to 500gm.

#### e) **Dates**

Apis dates are a rich source of several vitamins, minerals and fibers. These delicious fruits contain oil, calcium, sulfur, Iron, Potassium, Phosphorous, Manganese, copper and Magnesium- the building blocks for good health. Health specialists have said that eating one date per day is necessary for balanced and healthy diet. The significant amounts of minerals found in dates make it a super food for strengthening bones and fighting off painful and debilitating diseases like osteoporosis. Dates also help in gaining weight and in muscle development. Studies have found dates beneficial in relief from constipation, intestinal disorder, heart problems, anemia, sexual dysfunction, diarrhea, abdominal cancer and many other conditions, like night blindness and seasonal allergies.

The Company has this year introduced varies new category in dates. The fruit of kings! Apis offers you a wide assortment of dates that instantly make you feel like royalty!

- **Premium Seeded Dates**

Seeded Zahidi dates are packed with nutrition and health benefits. And to quash the myth that all things healthy cannot be healthy, this is one to relish. These dates are vacuum packed to retain their freshness, increasing the longevity of the products. Premium Seeded Dates are available in the 500gm pack.

- **Royal Zahidi Dates**

Zahidi dates are medium sized dates which are distinctively oval in shape.

They have a pale brown skin and a thick, golden inner flesh that surrounds a single seed. They have a considerably lower sugar content. Chewy, and semi-dry in texture, the Zahidi date has a mildly sweet, nutty and almost buttery flavor with a subtle tang, reminiscent of dried apricots.

Royal Zahidi Dates are available in convenient packing of 500gm and 150gm packs.

- **Arabian Pearls Dates**

Arabian Pearl dates are deep dark brown in color, with a tender skin and sweet flavor.

Apis India is one of the popular brands of dates in India. It is grown mainly in the eastern region, and is characterized by a unique natural, glossy, waxy layer covering its smooth surface, in addition to the strong, fiber structure which gives it a lesser sweet taste.

Arabian Pearls Dates are available in convenient packing of 500gm and 250gm packs.

- **Shahana Dates**

Shahana Dates are premium quality dates and are known for their rich, sweet taste and soft texture. They are rich in fiber, vitamins, and minerals, making them a healthy snack option. The dates are processed and packed in state-of-the-art facilities to ensure that they retain their natural flavor and nutritional value.

- **Ajwa Dates**

Ajwa dates are soft dry, medium-size date variety that is about 3 centimeters in length. Ajwa dates have a glossy black-brown skin and pulp. The pulp surrounds a central elongated seed that is often removed. Ajwa dates have a meaty,

chewy texture and a sweet flavor will hint of caramel, honey, and cinnamon. Ajwa Dates are available in the 400gm pack.

- **Khenaizi Dates**

Liese popular dates are grown across lie UAE regions. Khenaizi dates are soft, medium-sized and mild in sweetness. Dark brown in color, it has a juicy texture and is enjoyed even before it is fully dried. Khenaizi Dates are available in the 500gm pack.

- **Deseeded Dates**

Eating dates made easier! Enjoy the juicy taste of dates, with the same amount of nutrition and health benefits as the seeded ones, but a lot more consumer friendly. Deseeded Dates are available in the 500gm pack.

**f) Fruitilicious Jam**

Fruitilicious Jam in its basket to bring out the kid in you with the finger-licking Apis range of Jam. Be it Roti's, Dosas or Toast or Home cake toppings Apis has a wide range to choose from. Each spoon promises a delightful explosion of fruitiliciousness. Made from 100% real fruit ingredients, Apis Jam along with being Yummy is nutritious and Healthy.

Apis Jam have a carefully chosen consistency that in spreads easily with spoon or knife. It is carefully sealed in impermeable glass & PET wrapping to keep it moisture free to retain its taste and aroma.

The Company has incepted this year two new product in Jam Category i.e. Pineapple and Mango.

Coming in diverse flavour like Mix- Fruit, Orange, Strawberry & Grapes Apis Jams promises a flavour for every day of the week.

**g) Macaroni**

The Company has added this year a new product Macaroni in its basket to bring out transport yourself to lie gastronomic

wonderland of Italy. The Apis present to you lie most versatile pasta, lie Macaroni!

Apis Macaroni are available in convenient packing of 180gm and 500gm packs.

**h) Soya Chunks**

The Company has further added this year a new product Soya Chunks in its basket. A healthy and tasty ingredient for your meals, Apis Soya chunks are a protein powerhouse, with 52% protein content these spongy balls used in the variety of curry & dry preparations enhance the taste & nutritional value of all kinds of recipes. The high protein content helps in overall muscle growth & in developing strong immunity. Not only this, these golden chunks also have more for your health- "9 essential amino acids". The Essential amino acids are not synthesized by the body itself & hence must come from the food. These 9 essential amino acids are only available in soybeans in the right proportions across all vegetarian sources.

These chunks are fat-free & high on fiber that helps to keep you healthy and hearty. Apis soya chunks are made from high-quality soybeans & packed in the fully automated plant so the right nutrition reaches your table. The spongy texture of these chunks absorbs the taste of all the ingredients added to it. Just add this nutrition-rich food to your daily diet to stay healthy and strong.

**i) Apple Cider Vinegar**

The Company has added this year a new product named as Apis Apple Cider Vinegar in its basket.

Apis Apple Cider Vinegar has accumulated superfood status, and fans of the vinegar say that it can cure nearly everything that ails you. Truth is, there are few studies that support these uses, so while you can add it to your diet without significantly upping your risk for weight gain, it is best to stay realistic about it.

**j) Corn Flakes**

The Company has also added one more new product this year named as Apis Cornflakes in its basket.



Apis Cornflakes are much-loved breakfast cereals, as they are not very high in calories and form quite a filling meal. Having a bowl of cornflakes and milk in the morning not only keeps you full for longer, but also prevents you from bingeing in between of the meals. Apis Cornflakes are packed with minerals, vitamins, dietary fibre, proteins and carbohydrates which are all essential for healthy living.

- k) The Company has also added one more new product this year as Apis Choco Flakes in its basket.

Apis Choco Flakes make for a wholesome and nourishing breakfast meal. It's the most perfect way to start your mornings and is a very convenient breakfast option that not only keeps your body energized but also keeps you full for a longer period. Every bite of Apis Choco Flakes is super crispy and will surely satisfy your taste buds.

- l) The Company has this year added a new product named as Apis Vermicelli in its basket.

Apis introduces a healthy pack of Vermicelli, made from wheat which is Non-sticky and non-Lumpy. It has no added preservatives. It's healthy, nutritious and can be used to make a range of wonderful sweet and savoury dishes, to satisfy the tastebuds of everyone in the family. It can also be the easiest and the healthiest way to lead a healthy lifestyle.

### **3. TRANSFER TO RESERVES**

As permitted under the Act, the Board does not propose to transfer any amount to general reserve and has decided to retain the entire amount of profit for FY 2022-23 in the profit and loss account.

### **4. LISTING OF SHARES**

The Company's equity shares are listed with BSE Limited. The annual listing fee for the financial year 2023-24, for the Stock Exchange, has been paid.

## **5. SCHEME OF AMALGAMATION**

As you aware that the Board of Directors of the Company at their meeting held on Thursday, May 30, 2019 approved a Comprehensive Scheme of Amalgamation of APIS Natural Products Private Limited ('APIS Natural') and Modern Herbals Private Limited ('Modern Herbals') with APIS India Limited (herein after referred to 'APIS India' or the 'Company'), and their respective shareholders and creditors (hereinafter referred to as the 'Scheme'), under Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) thereto or re-enactment(s) thereof, placed before them.

Subsequently, the Company filed the applications in terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange and SEBI for their 'No Observation Letter' to the Scheme. The Company received the 'No Observation Letter' from the Stock Exchange i.e. BSE Limited (BSE) vide their letter dated 18th September, 2019. The Company had filed the first motion application before Hon'ble National Company Law Tribunal Bench (NCLT), New Delhi Bench for instructions for exemption of convening the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors for approving the Scheme of Arrangement.

During the year 2021-22 the Hon'ble NCLT, Delhi Bench by its order dated 22nd December 2021, as modified its order dated 7th January 2022, directed that a meeting of the Secured Creditors shall be held on Friday, 25th February, 2022 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Amalgamation between APIS Natural Products Private Limited ("APIS Natural" or Transferor Company 1") and Modern Herbals Private Limited ("Modern Herbals" or Transferor Company 2") with APIS India Limited ("APIS India" or "Transferee Company") and their respective shareholders and creditors.

The Members are informed that meeting of

Secured Creditors was held successfully and resolution for approval of scheme was passed unanimously. The Scrutinizer was submit his report to the Chairman appointed by Hon'ble NCLT, Delhi Bench.

The Members informed further that Hon'ble National Company Law Tribunal, Delhi Branch at Delhi has approved the scheme of Amalgamation vide its order dated 16th January, 2023, the Company has duly filled its order to the respective authorities within the time period specified in the order.

The Members further informed that the Company has allotted 203040 equity shares as on 20th June, 2023 to the shareholders of Transferor Companies in pursuant to the scheme of Amalgamation approved by Hon'ble NCLT Delhi Bench, Delhi and the BSE Limited has approved the listing and trading approval vide its letter no. DCS/AMAL/TL/R37/2847/2023-24 dated July 26, 2023 and DCS/AMAL/TL/2864/2023-24 dated August 08, 2023.

## 6. SUBSIDIARY & GROUP COMPANIES

Your Company has 2 (two) wholly owned subsidiaries with the name and style of Anantadrishti Smart India Private Limited and Nature's Family Tree Foods Private Limited, 1 (one) overseas associate company with the name and style of APIS Pure Foodstuff LLC, Dubai and 1 (One) Associate Company named as Kapil Anand Agro Private Limited.

Apart from above, there are no subsidiary/ Associate Companies as per the provisions of Companies Act, 2013, which have become or ceased during the year under review.

Audited Financial Statements of Company's subsidiary and Associates are available on Company's website at [www.apisindia.com](http://www.apisindia.com) and the same are available for inspection at the Registered Office of the Company. The same will also be made available to interested members upon getting request.

The Company has laid down policy on Material subsidiary and the same is placed on the website of the Company. The said policy may be accessed at the following web link: <https://www.apisindia.com/pdf/Policy-for-Determination-of-Materiality.pdf>

None of the subsidiary fall within the meaning of "Material Non- listed Indian subsidiary" as defined in the policy adopted by the Company.

## Report on the highlights of performance of Subsidiaries, Associates and Joint Venture Companies and their contribution to the overall performance of the Company.

Pursuant to Section 134 of the Companies Act, 2013 and Rule 8(1) of the Companies (Accounts) Amendment Rules, 2014 the report on highlights of performance of subsidiaries, associates and Joint Venture Companies and their contribution to the overall performance of the Company is attached as **Annexure-I** to this report. Information with respect to financial position of the above entities can be referred in form "AOC-1" which forms part of the notes to the consolidated financial statements.

## 7. FINANCIAL STATEMENTS

In accordance with the Ministry of Corporate Affairs ("MCA") circular dated January 13, 2021 read with circulars dated April 08, 2020, April 13, 2020 and May 5, 2020, the Annual Report 2022-23 containing complete Balance Sheet, Statement of Profit & Loss, other statements and notes thereto, including consolidated financial statements, prepared as per the requirements of Schedule III to the Act, Directors' Report (including Integrated Reporting and Management Discussion & Analysis and Corporate Governance Report) is being sent only via email to all shareholders who have provided their email address(es).

The Annual Report 2022-23 is also available at the Company's website at [www.apisindia.com](http://www.apisindia.com).

## 8. CONSOLIDATED FINANCIAL STATEMENTS

The consolidated Financial Statements of your company for the Financial Year 2022-23 have been prepared in accordance with the principles and procedures of Indian Accounting Standards 110 (Ind AS) as notified under the Companies (Ind As) Rules, 2015 as specified under section 133 of the Companies Act, 2013 ("the Act") as amended time to time.

In compliance to Section 129 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements)



Regulations, 2015 (“Listing Regulations”) Consolidated Financial Statements prepared on the basis of audited financial statements received from subsidiary/ associate companies as approved by their respective Boards forms part of this report. In compliance with section 129 of the Companies Act, 2013 (Act) read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statements of the subsidiary and associate company of the Company in form **AOC-1** which forms part of the notes to the financial statements.

Pursuant to the provision of section 136 of the Act, the financial statements, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiary and Associates are available on the website of the Company i.e. [www.apisindia.com](http://www.apisindia.com).

## **9. CREDIT RATING**

The Company’s bank facilities are rated by CRISIL Ratings Limited. They have assigned rating BBB-/Stable for working capital facilities, which reaffirms the reputation and trust the Company has earned for its sound financial management and its ability to meet its financial obligations.

## **10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The Information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is enclosed as **Annexure-II** and forms part to this report.

## **11. DETAILS OF BOARD MEETING**

During the year 04 (Four) Board Meetings and 5 (Five) Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report.

The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

Board meeting dates are finalized in

consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions

## **12. ANNUAL RETURN**

Pursuant to Section 92(3) of the Companies Act, 2013 (‘the Act’) read with Section 134(3) (a) of the Act and rules framed thereunder, the Annual Return, for the financial year ended 31st March, 2023 is available on the website of the Company and can be accessed through the web link. <https://www.apisindia.com/investors-financialresults.php>

## **13. MANAGING THE RISK OF FRAUD, CORRUPTION AND UNETHICAL BUSINESS PRACTICES**

### **Vigil Mechanism / Whistle Blower Policy**

Your Company has zero tolerance policy for any form of unethical behaviour. In accordance with Section 177(9) of the Act, Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the Listing Regulations, Company has formulated vigil mechanism viz., Whistle Blower Policy to encourage the company employees who have knowledge of actual or suspected violation, malpractices, corruption, fraud or unethical conduct, leak of unpublished price sensitive information. The employees can come forward and express their legitimate concerns to the Audit Committee Chairman without any fear of reprimand, victimisation or unfair treatment.

The Board has formulated policy on Whistle Blower and the same may be accessed at the website of the Company i.e. [https://www.apisindia.com/pdf/vigil\\_mechanism\\_policy.pdf](https://www.apisindia.com/pdf/vigil_mechanism_policy.pdf)

The same is reviewed by the Audit Committee from time to time. No concerns or irregularities have been reported by employees/directors till date.

## **14. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Board of Directors hereby confirms and accepts the responsibility for the following in respect of the Audited Annual Accounts for the financial year ended March 31, 2023:

- (a) that in the preparation of the annual accounts for the financial year ending 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) that the annual accounts/financial statements have been prepared on a going concern basis; and
- (e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Standalone Financial Statements.

## 16. AUDITORS

### i) Statutory Report and their Report

In Compliance with the provisions of Sections 139 and other applicable provisions of the Companies Act, 2013

and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) / re-enactment(s) / amendment(s) thereof, for the time being in the force), M/s G A M S & Associates LLP., Chartered Accountant (Firm Registration No. 0N500094), were appointed as statutory auditors for a period of five consecutive years commencing from the conclusion of 39th AGM (Annual General Meeting) held on 30th September, 2021 till the conclusion of 44th AGM to be held during the year 2026.

As required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Statutory Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The auditor report given by M/s G A M S & Associates LLP., Chartered Accountants, Statutory Auditors, on the (Standalone and Consolidated) Financial Statements of the Company for the year ended on March 31, 2023, forms part of the Annual Report and self-explanatory. There has been no qualification, reservation or adverse remarks or any disclaimer in their report.

### Reporting of frauds:

Pursuant to the provision of Section 143 (12) of the Companies Act, 2013 and Rules framed thereunder, that there have been no instance of fraud reported by the Auditors either to the Company or to the Central Government. As such there is nothing to report by the Board under section 134(3)(ca) of the Companies Act, 2013.

### ii) Cost Auditors

In Pursuant to Section 148 of the Companies Act, 2013, and rules and regulation made thereunder read with Companies (Accounts) Amendment Rules, 2018 the requirements of cost auditors and cost audit are not applicable to the Company.

### iii) Secretarial Auditors and Secretarial Audit Report



In terms of Section 204(1) of Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Anand Nimesh & Associates, Company Secretaries, Delhi to do the secretarial audit of the Company for the financial year ending 31st March, 2023. The said firm has issued their consent to do the secretarial audit for the company for the said period.

M/s Anand Nimesh & Associates, Company Secretaries, have now completed their secretarial audit and have issued their certificate as per prescribed format in MR-3 to the shareholders of the Company, which is annexed to this Report as **Annexure-III**. They have no observations in their report and have confirmed that the Company has proper board processes and a compliance mechanism in place. They have also complied with the relevant statutes, rules and regulations applicable to the Company and with the applicable secretarial standards.

There has been no qualification, reservation or adverse remarks or any disclaimer in their report.

The members are further informed that Board of Directors on recommendation of Audit Committee reappointed M/s Anand Nimesh & Associates, Company Secretaries in Practice as Secretarial Auditors of the company in pursuant to the provisions of the Section 204 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) for the financial year 2023-2024.

#### iv) Internal Auditors

The Board of Directors on recommendation of Audit Committee appointed M/s ASRV & Associates, Chartered Accountants as Internal Auditors of the company in pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force) for the financial year 2023-24.

## 17. RELATED PARTY TRANSACTIONS AND POLICY ON RELATED PARTY TRANSACTIONS

In compliance with the Listing Regulations, the Company has a policy on Materiality of Related Party Transactions and dealing with Related Party Transactions (RPT Policy). The RPT Policy can be accessed on the website of the Company, viz. [https://www.apisindia.com/pdf/Related\\_Party\\_Policy.pdf](https://www.apisindia.com/pdf/Related_Party_Policy.pdf)

All Related Party Transactions entered into by your Company during the Financial Year 2022-23 were on an arm's length basis and were in the ordinary course of business. There were no materially significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other related parties which may have a potential conflict with the interest of the Company. Requisite prior approval of the Audit Committee was obtained for Related Party Transactions.

The disclosure of Related Party Transactions in **Form AOC-2** as per the provisions of Section 134(3)(h) and Section 188 of the Companies Act, 2013 read with the Rule 8(2) of the Companies (Accounts) Rules, 2014 is enclosed as **Annexure-IV**. Attention of Members is also drawn to the disclosure of transactions with related parties set out in Note No.38 of Standalone Financial Statements, forming part of the Annual Report. None of the Directors had any pecuniary relationships or transactions vis-à-vis the Company.

## 18. INTERNAL FINANCIAL CONTROL

The Company has a well-established internal control framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of financial and operational controls. The Internal Financial Controls ("IFCs") are commensurate with the scale and complexity of its operations. The controls were tested during the year and no reportable material weaknesses either in their design or operations were observed. The current system of IFCs is aligned with the requirement of the Act and is in line with globally accepted risk-based framework.

All internal Audit findings and control systems are periodically reviewed by the Audit Committee of the Board of Directors, which provides strategic guidance on internal control.

## 19. RISK MANAGEMENT POLICY

In Compliance with the requirement of the Companies Act, 2013 the Company has put in place Risk Minimization and Assessment Procedure. In order to effectively and efficiently manage risk and address challenges, the Company has formulated Risk Management Policy.

The objective of any risk identification and assessment process is to evaluate the combination of likelihood and level of negative impacts from an event. The three main components of risk assessment are business risk, service/operational risk and external risk.

The Company manages the risk in line with current risk management best practices. This facilitates the achievement of our objectives, operational effectiveness and efficiency, protection of people and assets, informed decision-making and compliance with applicable law and regulations.

The Board has formulated policy on Risk Management Policy and it may be accessed at the website of the company <https://www.apisindia.com/pdf/Risk-Management-Policy-.pdf>

## 20. COMMITTEES OF BOARD

### (i) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

In terms of section 135 of the Companies Act, 2013 and rule framed thereunder, the Company has constituted a Corporate Social Responsibility (CSR) Committee to recommend and monitor expenditure on CSR. The CSR Committee comprises of Mr. Karan Ahooja as Chairman and Mr. Vimal Anand, Mr. Amit Anand and Mr. Sushil Gupta are the members of the committee.

The Members are informed that Mr. Naveen Kumar was resigned from the Board of the Company w.e.f 31/01/2023

Based on the recommendations of the

CSR Committee, the Company has laid down a CSR policy, which is displayed on the website of the Company. It can be accessed at the web-link at [https://www.apisindia.com/pdf/APIS-INDIA-LIMITED-CSR-Policy-\[165606\].pdf](https://www.apisindia.com/pdf/APIS-INDIA-LIMITED-CSR-Policy-[165606].pdf)

The Company is committed to Corporate Social Responsibility. The Company during the year ended March 31, 2023, was required to spend 2% of the average net profit of the Company for three immediately preceding financial years i.e. ₹ 14.60 Lakh. During the year under review, your Company as part of its CSR initiatives has spent an amount aggregating to ₹ 12.00 Lakh on the activities/projects covered under the CSR Policy of the Company after adjusting ₹ 3.00 Lakh surplus lying in previous years.

The details of the CSR Activities are given as 'Annexure-V' which forms part of this Report.

### (ii) AUDIT COMMITTEE

In terms of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Your Company has in place Audit Committee of Board of Directors, with Mrs. Sunita Chaddha as Chairperson, Mr. Sushil Gupta, Mr. Karan Ahooja & Mr. Mukesh Kasana as members.

The Members are informed that Mr. Naveen Kumar was resigned from the Board of the Company w.e.f 31/01/2023 and Mr. Sushil Gupta was has join Audit Committee.

The Member are further informed that Mr. Mukesh Kasana has appointed as Additional Director category as Independent Director as on August 14, 2023 and also join Audit Committee as member.

The terms of reference of Audit Committee are confined to new Companies Act 2013 & Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with Part-C of Schedule II.



The details of meetings with attendance thereof and terms of reference of Audit Committee have been provided in the Corporate Governance Report which forms part of this report.

The composition of Audit Committee is as follows:

S. No	Name of the Director	Designation
1.	Mrs. Sunita Chaddha	Chairperson
2.	Mr. Sushil Gupta	Member
3.	Mr. Karan Ahooja	Member
4.	Mr. Mukesh Kasana	Member

**(iii) NOMINATION AND REMUNERATION COMMITTEE**

In terms of Section 178 of the Companies Act, 2013 ('Act') read with Companies (Meeting of the Board and its Power) Rules, 2014 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, your Company has in place duly constituted Nomination and Remuneration Committee.

The details of the composition of the committee along with other details are available in the Corporate Governance which is forming part of this Annual Report.

The said policy is available on the website of the Company at [https://www.apisindia.com/pdf/NOMINATION-AND-REMUNERATION-POLICY-\(for-apis-2016\)-\[165604\].pdf](https://www.apisindia.com/pdf/NOMINATION-AND-REMUNERATION-POLICY-(for-apis-2016)-[165604].pdf)

It is hereby affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.

**(iv) STAKEHOLDER RELATIONSHIP COMMITTEE**

The Company has also formed Stakeholder's Relationship Committee in compliance to the Companies Act, 2013 & Regulation 20 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015. The details about the composition of the said committee of the Board of Directors alongwith attendance thereof has been provided in the Corporate Governance Report forming part of this report.

**21. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS**

The Independent Directors hold office for their respective term and are not liable to retire by rotation. The Company has received from all the Independent Directors a declaration under section 149(7) of the Act confirming that they fulfil the criteria of independence as provided under section 149(6) of the Act [including compliance of Rule 5 and 6 of Companies (Appointment and Qualification of Directors) Rules, 2014] and regulations 16(1)(b) & 25 of Listing Regulations.

All the Independent Directors of the Company have registered themselves in the data bank maintained with the Indian Institute of Corporate Affairs, Manesar ('IICA'). In terms of section 150 of the Act read with rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake online proficiency self-assessment test conducted by the IICA within a period of two (2) years from the date of inclusion of their names in the data bank. All the Independent Directors except Mr. Mukesh Kasana were exempt for the requirement of undertaking online proficiency self-assessment test, therefore, are not required to pass the online proficiency self-assessment test.

In the opinion of the Board all Independent Directors possess strong sense of integrity and having requisite experience (including proficiency), qualification, skills and expertise as well as independent of the management. For further details, please refer Corporate Governance Report.

There has been no change in the circumstances which may affect their status as Independent Director during the financial year under review.

The Independent Directors have also complied with the Code for Independent Directors as per Schedule IV of the Companies Act, 2013.

None of the Directors of the Company are related inter-se, in terms of Section 2(77) of the Act including Rules there under.

**22. DIRECTORS & KEY MANAGERIAL PERSONNEL**

**i) Resignation of Mr. Naveen Kumar from the post of Directorship**

The Directors regret to inform about the resignation of Mr. Naveen Kumar, Non-Executive-Independent Director of the Company on 31st January, 2023. The Directors record their very sincere appreciation of the valuable services rendered by his during his tenure.

**ii) Resignation of Mr. Vikas Aggarwal from the post of Company Secretary and Compliance Officer**

The Directors regret to inform about the resignation of Mr. Vikas Aggarwal from the post of Company Secretary and Compliance Officer of the Company as on 18th February, 2023. The Directors record their very sincere appreciation of the valuable services rendered by his during her long tenure. The Board of Directors in its meeting held on August 14, 2023 approved the appointment of Mr. Vikas Aggarwal as Company Secretary and Compliance Officer w.e.f August 14, 2023.

**iii) Appointment of Mr. Mukesh Kasana as Independent Director**

Mr. Mukesh Kasana (DIN:10118928) has been appointed as an Additional Director in the category of Independent Director w.e.f. 14th August, 2023 and the resolution for regularization of his appointment has been proposed for five years for your approval at this AGM.

**iv) Retirement by Rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Article of Association of the Company read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vimal Anand (DIN: 00951380) retires by rotation at the ensuing Annual General Meeting and being eligible, has offers himself for re-appointment. The details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Mr. Vimal Anand are provided in the Notice of 41st Annual General Meeting.

The Board recommends his re-appointment.

**viii) Woman Director**

In terms of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has appointed Mrs. Sunita Chaddha (DIN: 03398434) who is serving on the Board of the Company as Independent Director.

**23. EVALUATION OF THE BOARD'S PERFORMANCE**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, Stakeholder Grievances Committee and Corporate Social Responsibility Committee.

A Separate meeting of the independent directors ('Annual Independent Director meeting) was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the chairperson. Post of Annual ID meeting, the collective feedback of each of the independent directors was discussed by the Chairperson of the Nomination and Remuneration Committee with the Board's Chairperson covering performance of the Board as a whole performance of the non-independent directors and performance of the Board Chairman.

**24. DEPOSIT**

The Company does not have any deposits and has neither accepted any deposits during the year under Chapter V of the Companies Act, 2013 read with its rules and regulations made thereunder.

**25. LOAN FROM DIRECTOR**

The members are informed that during the year the Company has repaid an amount of ₹ 3.40/-



Crores (Rupees Three Crore Forty Lakhs only) to Mrs. Prem Anand. The members are further informed that after repayment an aggregating to ₹ 6.32/- Crores (Rupees Six Crore Thirty Two Lakhs Only) unsecured loan from Mrs. Prem Anand, Director of the Company lying as on March 31, 2023.

**26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS**

During the year ended March 31, 2023, the Company has received approval from Hon'ble National Company Law Tribunal, Delhi Bench at Delhi on Comprehensive scheme of Amalgamation of APIS Natural Products Private Limited ('APIS Natural') and Modern Herbals Private Limited ('Modern Herbals') with APIS India Limited (herein after referred to 'APIS India' or the 'Company'), and their respective shareholders and creditors (hereinafter referred to as the 'Scheme'), under Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) thereto or re-enactment(s) thereof, placed before them vide its order dated 16th January, 2023

The Company has also received the Listing and trading approval from BSE Ltd vide its letter no. DCS/AMAL/TL/R37/2847/2023-24 dated July 26, 2023 and DCS/AMAL/TL/2864/2023-24 dated August 08, 2023 for securities allotted to the transferor companies in pursuant to the scheme of Amalgamation approved by the Hon'ble NCLT Delhi Bench at Delhi vide its order dated January 16, 2023.

Except above, there were no other significant and material orders was passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

**27. CORPORATE GOVERNANCE**

As per the requirement of Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the Stock Exchange(s), a report on Corporate Governance is annexed, which forms part of this Annual Report. A certificate from a Practising Company Secretary confirming compliance with the conditions of Corporate Governance is also annexed.

**28. MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion & Analysis Report is annexed and forms part of this Report.

**29. SEXUAL HARASSMENT OF WOMAN AT WORK PLACE**

The Company has zero tolerance for sexual harassment at workplace and has formulated a policy on Prevention, Prohibition and Redressal of Sexual harassment at the workplace, in line with the provisions of the Sexual Harassment of woman at workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules there under.

The Policy aim to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has also constituted an internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

There were no complaint received from any employee during the financial year 2022-2023 and hence no complaint is outstanding as on March 31, 2023.

The Board has formulated policy on Sexual Harassment Policy and it may be accessed at the website of the company [https://www.apisindia.com/pdf/Policy-on-S.H.W-\[165601\].pdf](https://www.apisindia.com/pdf/Policy-on-S.H.W-[165601].pdf)

**30. INDEPENDENT DIRECTOR'S FAMILIARISATION PROGRAMME**

As per requirement under the provisions of Section 178 of the Companies Act, 2013 read with Companies (Meeting of the Board and its powers) Rules, 2014 and SEBI (LODR), Regulations, 2015, your Company had adopted a familiarisation programme for independent directors to familiarise them with the Company, their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework, functioning of various divisions, HR Management etc.

Your company aims to provide its independent Directors, insight into the Company enabling them to contribute effectively.

The details of familiarisation program may be accessed on the Company's website <https://www.apisindia.com/pdf/Familiarisation-Programme-for-Independent-Directors.pdf>

### 31. PARTICULARS OF EMPLOYEES

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel), Amendment Rules, 2016, a statement showing the names and other particulars of the top ten employees and the employees drawing remuneration in excess of the limits set out in the said rules is enclosed as 'Annexure-VI' and forms part of this Report.

### 32. MANAGERIAL REMUNERATION

The information required under Section 197(12) of the Companies Act, 2013 read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in 'Annexure-VII', forming part of this report.

### 33. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There has been no material Change and Commitment affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

### 34. BUY BACK OF SECURITIES

The Company has not bought back its securities during the year under review.

### 35. SWEAT EQUITY

The Company has not issued any Sweat Equity shares during the year under review.

### 36. BONUS SHARES

No Bonus shares were issued during the year under review.

### 37. EMPLOYEE STOCK OPTION SCHEME

The Company has not provided any Stock Option Scheme during the year under review.

### 38. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no material change in the nature of business during the period under review.

### 39. SECRETARIAL STANDARDS

As on March 31, 2023 the Secretarial Standard 1 & 2 on Board Meeting has been notified and the Company has complied with the requirements of the said Secretarial Standards.

A Certificate of compliances issued by the Secretarial Auditor M/s Anand Nimesh & Associates is enclosed as Annexure-III and forms part of this Report.

### 40. DISCLOSURE UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

During the financial year under review, no Corporate Insolvency Resolution Process (CIRP) was initiated against your Company, under the Insolvency and Bankruptcy Code, 2016 (IBC) as amended.

### 41. ONE-TIME SETTLEMENT WITH ANY BANK OR FINANCIAL INSTITUTION

There was no instance of one-time settlement with any Bank or Financial Institution.

#### Acknowledgements

The Directors place on record their appreciation for the assistance, help and guidance provided to the Company by the Bankers and Authorities of State Government and Central Government from time to time. The Directors also place on record their gratitude to employees and shareholders of the Company for their continued support and confidence reposed in the management of the Company.

By order of the Board of Directors  
For APIS India Limited

Place: New Delhi  
Date: August 14, 2023

Amit Anand  
Managing Director  
DIN: 00951321

Prem Anand  
Director & Chairperson  
DIN: 00951873



# ANNEXURE-I

## REPORT ON THE HIGHLIGHTS OF PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES AND THEIR CONTRIBUTION TO THE OVERALL PERFORMANCE OF THE COMPANY IS AS UNDER:

### 1. Anantadrishti Smart India Private Limited (Wholly owned Subsidiary)

The Company is engaged in the business of manufacturing, preserving, reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal in and carry on the manufacturing and trading in foods and beverages.

During the year under review the Company has incurred a Standalone Net Loss of ₹ 67,55,126/- (Rupees Sixty Seven Lakh Fifty Five Thousand One Hundred Twenty Six Only) as compared to net loss of ₹ 67,39,216/- (Rupees Sixty Seven Lakh Thirty Nine Thousand Two Hundred Sixteen Only) during the previous year. The Company has also incurred Consolidated Net Loss of ₹ 21,72,575/- (Rupees Twenty One Lakh Seventy Two Thousand Five Hundred Seventy Five Only) as compared to net loss of ₹ 47,10,477/- (Rupees Forty Seven Lakh Ten Thousand Four Hundred Seventy Seven Only).

The Company is optimistic about its business growth in the years to come.

### 2. APIS Pure Foodstuff Trading LLC, Dubai (Associate)

The Company primarily engaged in the business of trading of Honey, Tea, Coffee and Bread and Bakery Products. The Company posted a turnover of ₹ 114,56,07,527/- (Rupees One Hundred and Fourteen Crore Fifty Six Lacs Seven Thousand Five Hundred Twenty Seven Only) as compared to ₹ 61,66,02,464/- (Rupees Sixty One Crore Sixty Six Lacs Two Thousand Four Hundred Sixty Four Only) during the previous year.

For the year under review, the Company has posted a Net Profit of ₹ 21,29,51,423/- (Rupees Twenty One Crore Twenty Nine Lacs Fifty One Thousand Four Hundred Twenty Three Only) as compared to ₹ 43,942,737/- (Rupees Four Crore Thirty Nine Lacs Forty Two Thousand Seven Hundred Thirty Seven Only) during the previous year.

The Company is optimistic about its business growth in the years to come.

### 3. Kapil Anand Agro Private Limited (Associate)

The Company is engaged in the business of manufacturing, preserving, reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal in and carry on the manufacturing and trading in foods and beverages.

The Company has also doing third party labelling/packing for famous brands like DS group, Rakesh, Vishal Mega Mart etc.

During the year under review the Company has earned a Net Profit after tax is ₹ 91,65,102/- (Rupees Ninety One Lacs Sixty Five Thousand One Hundred Two Only) as compared to net profit of ₹ 40,57,478/- (Rupees Forty Lacs Fifty Seven Thousand Four Hundred Seventy Eight Only) during the previous year.

The Company is optimistic about its business growth in the years to come.

### 4. Nature's Family Tree Foods Private Limited (Wholly owned Subsidiary)

The Company is engaged in the business of manufacturing, preserving, reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal in and carry on the manufacturing and trading in foods and beverages.

During the year under review the Company has incurred Net Loss of ₹ 12,773/- (Rupees Twelve Thousand Seven Hundred Seventy Three Only) as compared to ₹ 52,161/- (Rupees Fifty Two Thousand One Hundred Sixty One Only) during the previous year.

The Company is optimistic about its business growth in the years to come.

# ANNEXURE-II

Information as per Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2023.

## A. Conversion of Energy

i.	the steps taken or impact on conservation of energy	Replacement to LED light
ii.	the steps taken by the company for utilizing alternate sources of energy:	Use of Bio Fuel to reduce use & save energy from conventional fuel,
iii.	the capital investment on energy conservation equipment's:	0.45 Lakhs

## B. Technology absorption

i.	the efforts made towards technology absorption:	Nil
ii.	the benefit derived like product improvement, cost reduction, product development or import substitution:	Nil
iii.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	Nil
a.	the details of technology imported;	
b.	the year of import;	
c.	whether the technology been fully absorbed	
d.	if not fully absorbed, area where absorption has not taken place, and the reasons thereof; and	
e.	the expenditure incurred on Research and Development	

## C. Foreign Exchange Earning and Outgo

(₹ in Lakh)

Particulars	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Foreign Exchange Earned	15702.73	12667.55
Foreign Exchange used	144.06	499.92

By the order of Board of Directors  
For APIS India Limited

Date: August 14, 2023  
Place: New Delhi

Amit Anand  
(Managing Director)  
DIN: 00951321

Prem Anand  
(Director & Chairperson)  
DIN: 00951873



# ANNEXURE-III

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

**For the financial year ended on 31st March, 2023**

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,

The Board of Director  
**APIS India Limited**  
**CIN-L51900DL1983PLC164048**  
18/32, East Patel Nagar,  
New Delhi-110008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **APIS India Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and as produced before us, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st Day of March, 2023, (the audit period) complied with the statutory provisions listed hereunder and also that the Company has a Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by APIS India Limited ("The Company") and as produced before us for the financial year ended on 31st Day of March, 2023 (audit period) according to the provisions of:

- I. The Companies Act, 2013, (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014

- (up-to 12th August, 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (with effect from 13th August, 2021);
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up-to 15th August, 2021) and The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (with effect from 16th August, 2021)
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (up to 09th June, 2021) & The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June, 2021);
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and

**(vi) Other laws applicable to the Company:-**

The Factories Act, 1948, Industrial Disputes Act, 1947, The Payment of Wages Act, 1936, The Minimum Wages Act, 1948, Employee State Insurance Act, 1948, The Employees Provident Fund and Miscellaneous Provisions Act, 1952, The Payment of Bonus Act, 1965, The Payment of Gratuity Act, 1972, The Contract Labour (Regulation and Abolition) Act, 1970, The Maternity Benefits Act, 1961, The Income Tax Act, 1961, Weekly Holiday Act, 1942, Goods and Services Tax (GST) Act, 2017, The Sexual Harassment of Women at workplace (Prevention Prohibition and Redressal) Act, 2013 and other laws applicable to the Company as per the representations made by the Company, if any.

However, as per the explanations given to us and the representations made by the Management, there was no action/event occurred in pursuance of:

- a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 (up-to 12th August, 2021) and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021 (with effect from 13th August, 2021)
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (up to 09th June, 2021) & The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (with effect from 10th June, 2021);
- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up-to 15th August, 2021) and The Securities and Exchange Board of India (Issue and Listing of Non-convertible Securities) Regulations, 2021 (with effect from 16th August, 2021);
- e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

Requiring compliance thereof by the company and were not applicable during the financial year ended, 31st March 2023 under review.

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-



Executive Directors and Independent Directors. The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice to schedule the Board Meetings, agenda and detailed notes on agenda were sent to all directors at least seven days in advance or within prescribed time as the case may be, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management and explanations given to us, were taken unanimously/requisite majority. As per the minutes of the meetings, duly recorded and signed by the Chairman, the decisions of the Board were unanimous/with requisite majority and no dissenting views have been recorded.

We further report that, as representation made by the Management of the company and based on the information received and records maintained by the Company, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that, during the audit period:-**

1. Mr. Vikas Aggarwal was resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f February 18, 2023.
2. Mr. Naveen Kumar was resigned from the post of directorship of the Company w.e.f January 31, 2023.
3. That the Board of Directors of the Company on May 30, 2019 was approved a Comprehensive Scheme of Amalgamation of APIS Natural Products Private Limited Modern Herbals Private Limited with the Company i.e. APIS India Limited under Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013. Further the company was applied to the SEBI and the stock exchange for No objection under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which was from received from the Stock Exchange i.e. BSE Limited (BSE) vide their letter dated 18th September, 2019. The Company had filed the first motion application before Hon'ble National Company Law Tribunal Bench (NCLT) in process of which Hon'ble National Company Law Tribunal Bench had ordered to hold meeting of the Secured Creditors via VC/OAVM. Further said meeting was held and resolution for approval of scheme was passed. The Scrutinizer had submitted his report to the Chairman appointed by Hon'ble NCLT, Delhi Bench. **FURTHER the Hon'ble National Company Law Tribunal, Delhi Branch at Delhi has approved the scheme of Amalgamation vide its order dated 16th January, 2023 i.e. during the period under review.**

Date: 03/08/2023

Place: New Delhi

For, Anand Nimesh & Associates  
(Company Secretaries)

Anand Kumar Singh  
(Partner)

M. No : F10812

CP No- 9404

UDIN : F010812E000731158

*\*This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.*

# 'ANNEXURE A'

To,

The Board of Director,  
**APIS India Limited**  
18/32, East Patel Nagar,  
New Delhi-110008

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit to the extent there are shown to us during the Audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records, Books of Accounts, Direct and Indirect Tax Laws, Custom & Excise Laws and related matter of the company since the same have been subject to review by the statutory financial auditor and other designated professionals. Further we follow the norms of The Institute of the Company Secretaries Of India in this regard and we rely on the Reports given by Statutory Auditors or other designated professionals in all financial Laws including financial data's.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Date: 03/08/2023**  
**Place: New Delhi**

**For Anand Nimesh & Associates**  
**(Company Secretaries)**

**Anand Kumar Singh**  
**(Partner)**  
**M. No- F10812**  
**CP No- 9404**  
**UDIN : F010812E000731158**



# ANNEXURE-IV

## FORM AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

### 1. Details of Contracts or Arrangements or Transactions not at Arm's length basis:

There were no contracts or arrangements or transactions entered into during the year ended 31st March, 2023 which were not on arm's length basis.

### 2. Details of Material Contracts or Arrangements or Transactions at Arm's length basis:

#### 1. A-One Enterprises (proprietorship firm of Mr. Amit Anand, Managing Director of the Company)

S.No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	A-One Enterprises (proprietorship firm of Mr. Amit Anand, Managing Director of the Company)
b.	Nature of contracts/arrangements/transactions	Sale, Purchase or Supply of any goods or material and services.
c.	Duration of the contracts / arrangements / transactions	F.Y. 2021-22 to 2023-24
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Sale, purchase or Supply of any goods or material and services on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 50 Crore (Rupees Fifty Crore Only) per financial year for a period of 3 (three) financial year, commencing from the financial year 2021-22 and up to and including the financial year 2023-24
e.	Date of approval by the Board/ Date of approval by the Shareholders	14th August, 2021/30th September, 2021
f.	Amount paid as advances, if any	N.A.

#### 2. Kapil Anand Agro Private Limited (Associate of Anantadrishti Smart India Private Limited, which is a Subsidiary of the Company)

S.No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	Kapil Anand Agro Private Limited (Associate of Subsidiary of the Company)
b.	Nature of contracts/arrangements/transactions	Sale, Purchase or Supply of any goods or material and services.
c.	Duration of the contracts/arrangements/ transactions	F.Y. 2021-22 to 2023-24
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	sale, purchase or Supply of any goods or material and services on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 35 Crore (Rupees Thirty-Five Crore Only) per financial year for a period of 3 (three) financial year, commencing from the financial year 2021-22 and up to and including the financial year 2023-24
e.	Date of approval by the Board/ Date of approval by the Shareholders	August 14, 2021/30th September, 2021
f.	Amount paid as advances, if any	N.A.

**3. Mrs. Prem Anand (Whole-time Director)**

S.No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	Prem Anand (Whole-time Director)
b.	Nature of contracts/arrangements/transactions	Availing or rendering of Services by way of unsecured loan.
c.	Duration of the contracts/arrangements/transactions	Ongoing Transactions
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Availing or rendering of services by way of unsecured loan Agreement entered by the Company with Mrs. Prem Anand from time to time for the amount not exceeding Rs. 50/- Crore (Rupees Fifty Crore Only).
e.	Date of approval by the Board/ Date of approval by the Shareholders	20th August, 2020/30th September, 2020
f.	Amount paid as advances, if any	N.A.

**4. Skyway International Industries FZE (Proprietorship of Mr. Vimal Anand, Director of the Company)**

S.No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	Skyway International Industries FZE (Proprietorship of Mr. Vimal Anand, Director of the Company)
b.	Nature of contracts/arrangements/transactions	Sale, Purchase or Supply of any goods or material.
c.	Duration of the contracts/arrangements/transactions	Ongoing Transactions
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	sale, purchase or Supply of any goods or material on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 1,000 Crore (Rupees One Thousand Crore Only)
e.	Date of approval by the Board/ Date of approval by the Shareholders	14th August 2019/30th September, 2019
f.	Amount paid as advances, if any	N.A.

**5. Mrs. Sakshi Anand (Relative of Mr. Amit Anand, Managing Director of the Company)**

S.No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	Mrs. Sakshi Anand (Relative of Mr. Amit Anand, Managing Director of the Company)
b.	Nature of contracts/arrangements/transactions	Permanent Employee of the Company designated as Administrative-Head.
c.	Duration of the contracts/arrangements/transactions	Ongoing Transactions
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	To acts as a permanent employee of the Company at a remuneration not exceeding Rs. 10 Lakh per month w.e.f. October 01, 2018
e.	Date of approval by the Board/ Date of approval by the Shareholders	14th August 2018/29th September, 2018
f.	Amount paid as advances, if any	N.A.

**6. Apis Pure Foodstuff Trading LLC (Associate Company)**

S.No.	Particulars	Details
a.	Name(s) of the related party & nature of relationship	Apis Pure Foodstuff Trading LLC (Associate Company)
b.	Nature of contracts/arrangements/transactions	Sale, Purchase or Supply of any goods or material.
c.	Duration of the contracts/arrangements/transactions	Ongoing Transactions
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	sale, purchase or Supply of any goods or material on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 1,000 Crore (Rupees One Thousand Crore Only)

e.	Date of approval by the Board/ Date of approval by the Shareholders	14th August 2018/29th September, 2018
f.	Amount paid as advances, if any	N.A.

Definition of the term 'Material Contracts or Arrangements or Transactions' is taken as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By order of the Board of Directors  
For APIS India Limited

Place: New Delhi  
Date: August 14, 2023

Amit Anand  
Managing Director  
DIN: 00951321

Prem Anand  
Director & Chairperson  
DIN: 00951873



# ANNEXURE V

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to Section 134(3)(o) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

### 1. Brief outline on CSR policy of the Company

Corporate Social Responsibility (CSR) at Apis India Limited stems from the ideology of providing sustainable value to the society in which the company operates. It lays emphasis on contributing in the fields of healthcare, education, animal welfare, community welfare, promotion of sports and other areas as prescribed under schedule VII of the Companies Act, 2013 towards development & upliftment of the underprivileged sections of the society.

### 2. Composition of CSR Committee

In accordance with Section 135 of the Companies Act, 2013 and the rules pertaining thereto, a committee of the Board Known as 'Corporate Social Responsibility (CSR) Committee' comprising of the following members:

Mr. Karan Ahooja	Chairperson	Independent Director
Mr. Vimal Anand	Member	Director
Mr. Amit Anand	Member	Managing Director
Mrs. Naveen Kumar^	Member	Independent Director
Mr. Sushil Gupta	Member	Independent Director

^Mr. Naveen Kumar was resigned from the post of directorship of the Company w.e.f 31.01.2023

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

S. No.	Particulars	Weblink
1.	CSR Committee	<a href="https://www.apisindia.com/audit-committee.php">https://www.apisindia.com/audit-committee.php</a>
2.	CSR Policy	<a href="https://www.apisindia.com/pdf/APIS-INDIA-LIMITED-CSR-Policy-[165606].pdf">https://www.apisindia.com/pdf/APIS-INDIA-LIMITED-CSR-Policy-[165606].pdf</a>

### 4. Provide the details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

Not applicable.

### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:

S. No.	Financial Year	Amount available for set-off from preceding financial years (₹ in lakhs)	Amount required to be set- off for the financial year, if any (₹ in lakhs)
1.	2020-21	6	6

### 6. Average net profit of the company as per Section 135(5): ₹ 730.19 Lakh

#### 7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 14.60 Lakh.

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years:  
Nil

- (c) Amount required to be set off for the financial year, if any: 3 Lakh
- (d) Total CSR obligation for the financial year (7a+7b-7c): ₹ 12.00 Lakh.

8. (a) CSR amount spent or unspent for the financial year:

Total amount spent on CSR during the year was ₹ 12 Lakh and was more than CSR obligation of the company. Hence there was no unspent amount for the year.

(b) Details of CSR amount spent against ongoing projects for the financial year:

There were no ongoing projects for the financial year and hence this is not applicable.

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

1	2	3	4	5	6	
S. No	Name of the Project/ Activity	Item from the list of activities in Schedule VII to the Act	Local Area (Yes / No)	Amount spent for the project (in lakhs)	Mode of Implementation- Through Implementing Agency	
1.	Promoting Education	Schedule VII (ii) Promoting education including Enhancing vocational skills	Delhi	12.00	MATA Krishnawanti Memorial Education Society (Regd)	CSR00006897
	<b>Total</b>			<b>12.00</b>		

- (d) Amount spent in Administrative Overheads: Nil
- (e) Amount spent on Impact Assessment, if applicable: Nil
- (f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 12 Lakh
- (g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in lakh.)
1.	Two percent of average net profit of the company as per section 135(5)	14.60
2.	Total amount spent for the financial Year	12.00
3.	Excess amount spent for the financial year [(ii)-(i)]	Nil
4.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5.	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

- 9. (a) Details of Unspent CSR amount for the preceding three financial years: None
- (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): None

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable.

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable.

For APIS India Limited

For and on behalf of the Corporate  
Social Responsibility Committee of Apis India Limited

Amit Anand  
Managing Director

Karan Ahooja  
Chairman of the Corporate  
Social Responsibility  
Committee

Place: New Delhi  
Date : 14 August, 2023



# ANNEXURE-VI

Statement pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 forming part of the Directors' Report for the year ended March 31, 2023.

(A) Personnel who are in receipt of remuneration at Top 10 personnel of the company, during the financial year:

S.No	Name of Employees	Designation	Remuneration (P.A) (Rs. In Lakh)	Nature of Employment	Qualificaion	Experience (in years)	Date of Commencement of employment	Age	Previous Employment	% share held in the Company	Whether related to any director
1	Mrs. Sakshi Anand	Admin Head	8,400,000.00	Permanent	B.A.	15	01.04.2008	40	NIL	7.77	Yes <sup>^</sup>
2	Mr. Sharad Vatss	Sales Head	4,299,677.00	Permanent	PGDBA-Marketing	23	01.12.2021	49	Varun Beverages Limited	NIL	No
3	Mrs. Manisha Anand	CFO	3,955,000.00	Permanent	MBA	16	01.04.2008	46	NIL	7.77	Yes*
4	Mrs. Heera Swami	Senior Manager-PPC	2,469,679.00	Permanent	Graduate	21	10.06.2002	42	Nil	NIL	No
5	Mr. Karumanchi Rambabu	Zonal Sales Manager	1,671,920.00	Permanent	Graduate	23	23.06.2016	46	Vcare Herbals Concepts Pvt Ltd	Nil	No
6	Mr. Pratap Kumar Barik	Head-Orgnised Trade	2,273,406.00	Permanent	Graduate, LL.B	17	01.02.2022	42	Varun Beverages Limited	NIL	No
7	Mr. Albela Lal Madesiya	Zonal Sales Manager	2,265,004.00	Permanent	MBA-Marketing	21	08.07.2020	50	DS Group	NIL	No
8	Mr. Rakesh Gupta	Zonal Sales Manager	1,837,000.00	Permanent	PGDM-Marketing & Finance	22	04.03.2020	48	Eastern Condiments Private Limited	NIL	No
9	Mr. Akhilesh Pratap Singh	Factor Head	1,724,632.00	Permanent	BE-Elec-tronics & Commu-nica-tion, MBA-Operations & Project Manager	20	11.07.2022	45	Parle Agro Pvt. Ltd	NIL	No
10	Mr. Sanjay Kumar Singh	Mnaager-Quality	1,675,636.00	Permanent	Graduate	18	14.03.2007	40	Hero Honda	NIL	No

(B) Personnel who are in receipt of remuneration aggregating not less than Rs. 1.02 crores per annum and employed throught the financial year:

NIL
-----

(C) Personnel who are in receipt of remuneration aggregating not less than Rs. 8,50,000 per month and employed for part of the financial year:

NIL
-----

<sup>^</sup> Mrs. Sakshi Anand is wife of Mr. Amit Anand, Managing Director of the Company.

\*\* Mrs. Manisha Anand is wife of Mr. Vimal Anand, Director of the Company and he has join the company as CFO w.e.f 16.06.2022.

For and on behalf of the Board  
APIS India Limited

Amit Anand  
Managing Director  
DIN:00951321

For and on behalf of the Board  
APIS India Limited

Prem Anand  
Director & Chairperson  
DIN: 00951873

Place: New Delhi  
Date: August 14, 2023

# ANNEXURE-VII

## PARTICULARS OF REMUNERATION

The information required under section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is follows:-

**Note:** The information provided below is on Standalone basis for Indian Listed entity.

- (a) **the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

Non - Executive Directors	Ratio of Median Remuneration
Mr. Sushil Gupta, Independent Director	NA
Mr. Karan Ahooja, Independent Director	NA
Mr. Naveen Kumar, Independent Director*	NA
Mrs. Sunita Chaddha, Independent Director	NA
<b>Executive Directors</b>	
Mrs. Prem Anand, Chairperson	3.19
Mr. Vimal Anand, Director	2.54
Mr. Amit Anand, Managing Director	2.54

\* Mr. Naveen Kumar was resinged from the directorship of the Company w.e.f 31.01.2023.

**Note:**

All the Non-Executive Independent directors of the Company were not paid any remuneration and sitting fee for attending meeting of the Board of Directors and/or committee. Therefore, the said ratio of remuneration of each director to median remuneration of the employees of the Company is not applicable.

- (b) **the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year;**

Name of Person	"Remuneration during FY 2021-22 (in ₹)"	"Remuneration during FY 2022-23 (in ₹)"	"% change in remuneration in FY 2022-23 Increase / (Decrease)"
Mrs. Prem Anand, Chairperson	1320000.00	1320000.00	0.00

Mr. Vimal Anand, Director	1050000.00	1050000.00	0.00
Mr. Amit Anand, Managing Director	1050000.00	1050000.00	0.00
Mr. Atul Singh, CFO^	372000.00	0.00	0.00
Mr. Pankaj Kumar Mishra, CEO*	3062000.00	0.00	0.00
Mrs. Manisha Anand, CFO**	2940000.00	8400000.00	185.71
Mr. Sushil Gupta, Independent Director	0	0	0.00
Mr. Karan Ahooja, Independent Director	0	0	0.00
Mr. Naveen Kumar, Independent Director	0	0	0.00
Mrs. Sunita Chaddha, Independent Director	0	0	0.00
Mr. Vikas Aggarwal, Company Secretary	1237000.00	1398000.00	13.02

^ Resigned from the post of CFO w.e.f May 30, 2022.

\*\*Resigned from the post of CEO w.e.f December 30, 2021

\*\*Appointed as CFO of the Company w.e.f June 16, 2022.

- (c) **the percentage Increase in the median remuneration of employees in the financial year: 6.35%**
- (d) **the number of permanent employees on the rolls of company: 189**
- (e) **average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration**  
The average increase in salaries of employees other than managerial personnel in 2022-23 was 0.11%. Percentage Decrease in managerial remuneration for the year was -27.11%.
- (f) **The Company hereby affirm that the remuneration is as per the remuneration policy of the Company.**

For and on behalf of the Board  
APIS India Limited  
Amit Anand  
Managing Director  
DIN:00951321

For and on behalf of the Board  
APIS India Limited  
Prem Anand  
Director & Chairperson  
DIN:00951873

Place: New Delhi  
Date: August 14, 2023

# CORPORATE GOVERNANCE REPORT

(In compliance with Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

## I. MANDATORY REQUIREMENTS

### 1. Corporate Governance: Philosophy

Corporate governance encompasses a transparent set of rules and controls in which shareholders, directors and management have aligned incentives. It provides the framework for attaining a company's objectives while balancing the interests of all its stakeholders.

Corporate governance is also about what the Board of Directors ("the Board") do and how they set the values of the Company and it is to be distinguished from the day to day operational engagement of the Company by full-time executives. The responsibilities of your Board thus include setting the Company's strategic aims, providing the leadership to put them into effect, supervising the management of the Company and reporting to shareholders on their stewardship. Together, the Management and the Board ensure that Apis remains a company of uncompromised integrity and excellence. Your Board has adopted a vision to make your company a 'best in class organization' surpassing the expectations of all stakeholders.

Your Company adheres to high levels of corporate governance standards and best practices and commits itself to accountability and fiduciary duty in the effective implementation of mechanisms that would ensure Corporate Responsibility to the members and other stakeholders.

The Company's philosophy on Corporate Governance is to ensure the best possible management team with experienced professional people. The Company firmly believes that sound practices adopted in the governance of its affairs based on openness, transparency, capability and accountability are essential elements for long term success, building the confidence of its stakeholders its functioning and conduct of business.

The Company has always maintained a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Board Members, The Code of Conduct for regulating & Monitoring Trading by the Insiders and the Code of Practices and Procedures Fair Disclosure of Unpublished Price Sensitive Information, are available on the Company's website.

The Company has been complying with the Corporate Governance requirements, as stipulated under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchange.

### 2. Board of Directors

The Company firmly that an active, well-informed and independent Board is necessary to ensure that highest standard of Corporate Governance to bring objectively and transparency in the management. The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has vested with the requisite powers, authorities and duties.

#### Selection of the Board

In terms of the requirements of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to 'Listing Regulations') the Nomination and Remuneration Committee has been designated to evaluate the need for change in the composition and size of the Board of Company and to select members to fill Board vacancies and nominating candidates for election by



the Shareholders at the Annual General Meeting.

The Board's role, functions, responsibilities and accountability are clearly defined. In addition to its primary role of monitoring corporate performance, the functions of the Board, inter-alia, include:

- ◆ Articulating the corporate philosophy and mission;
- ◆ The Board provides strategic guidance to the company ensures effective monitoring of the management and is accountable to the shareholders.
- ◆ Formulating strategic plans;
- ◆ The Board members act on a fully informed basis, in good faith, with due diligence and care, and in the best interests of the Company and the shareholders.
- ◆ The Board and senior management facilitates the Independent Directors to perform their role effectively as a Board member and also at a member of a committee.
- ◆ Ensuring fair and transparent conduct of business.
- ◆ Reviewing and approving borrowing/lending, investment limits and exposure limits, etc.;
- ◆ Reviewing statutory matters;
- ◆ Strategic acquisition of companies and critical assets;

- ◆ Review and adoption of Financial Statements, quarterly and annual financial results;
- ◆ Keeping shareholders informed about the plans, strategies and performance; and
- ◆ Ensuring 100% investor satisfaction.

#### A. Composition of Board:

The Board composition of your Company as on 31st March, 2023 comprises of (6) six directors with optimum combination of Executive and Non-Executive Directors including professional in the fields of finance, law, trade or industry, headed by the chairperson, Managing Director & Chief Financial Officer. Out of the 6 directors, 3 are Independent non-executive directors. The composition of the Board of the Company is in conformity with the provisions of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Section 149 of the Companies Act, 2013.

The Name, categories and Director's attendance at the Board meeting held during the year 2022-23 and at the last Annual General Meeting held on 30th September, 2022 and particulars of their directorship and committee membership/chairmanship in other companies are given below:

Name of the Director	Designation	Directorship* in other companies	Committee Chairmanship of other Boards**	Committee Membership of other Boards**	No. of Shares held (as at March 31, 2023)	No. of Board Meeting Attended	Attendance at the last AGM dated 30-09-2022
Mrs. Prem Anand DIN: 00951873	Executive Chairperson	Nil	Nil	Nil	11,31,242	4	Yes
Mr. Vimal Anand DIN: 000951380	Executive Director	Nil	Nil	Nil	9,62,553	4	Yes
Mr. Amit Anand DIN: 00951321	Executive-Managing Director	Nil	Nil	Nil	9,64,364	4	Yes
Mr. Karan Ahoja DIN: 02688727	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	4	Yes
Mr. Sushil Gupta DIN: 01549211	Independent, Non-Executive Director	Nil	Nil	Nil	16,709	4	Yes
Mrs. Sunita Chaddha DIN: 03398434	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	4	Yes
Mrs. Naveen Kumar DIN: 09526920	Independent, Non-Executive Director	Nil	Nil	Nil	Nil	3	Yes

*\$ Mr Naveen Kumar was appointed as Additional Director-Non-Executive Independent Director w.e.f January 31, 2023, however members of the company through postal ballot conformed his appointment.*

*\*Excluded the directorship held in the private Limited Companies, Foreign Companies and Companies Incorporated under Section 8 of the Companies Act, 2013 as per Regulation 26 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.*

*\*\*Including only the Membership/ Chairmanship of Audit Committee and Stakeholder Relationship Committee in all public limited companies as per Regulation 26 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.*

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. The Managing Director does not serve as an Independent Director in any Listed Company. Further as mandated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, none of the directors on the Board is a member of more than ten committee or hold office as a Chairman of more than five Committees across all the public companies in which he/she is a Director.

Mr. Vimal Anand and Mr. Amit Anand are related to each other as brother and Mrs. Prem Anand is mother of Mr. Vimal Anand and Mr. Amit Anand. There is no relationship between any of the Independent Directors.

None of the Directors of the Company has any pecuniary relationship with the Company.

All the Independent Directors on the Company's Board are Non-Executive and:

- The Independence of the Directors is determined by the criteria stipulated under Section 149(6) of the Companies Act, 2013 read with Regulation 25 of the SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015. The maximum tenure of the Independent Director is in compliance with the Act.

- They do not have any material pecuniary relationship or transactions with the Company, its promoters, its Directors, its Senior Management, its Subsidiaries and Associates, which may affect independence of the Directors.
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- Have not been an Executive of the Company in the immediately preceding three financial years of the Company.
- Are not partners or executives or were not partners or executives of the Statutory Audit Firms or the Internal Audit Firms and Legal Firms, Consulting Firms, which have association with the Company.
- Are not material suppliers, service providers or customers or lessors or lessees of the Company, which may affect independence of the Directors.
- Are not substantial shareholders of the Company, i.e. do not own two percent or more of the block of voting shares.
- Have furnished a declaration before the Board of Directors that they satisfy the conditions of their being independent as laid down under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 149(6) of the Companies Act, 2013. All such declarations are placed before the Board.

#### Information supplied to the Board

The Board has complete access to all information with the Company; inter alia, the

information as required under the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, is regularly provided to the Board as a part of the Board Meeting agenda. All information stipulated under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 is regularly provided to the Board as part of the agenda papers well in advance of the Board meetings. During the meeting, the senior management is invited to present the plans and achievements relating to their respective areas of responsibility.

**Compliance reports of all applicable laws to the Company**

The periodical reports submitted by the Internal Auditors and by the concerned executives of the Company with regard to compliance of all laws applicable to the Company including steps taken by the Company to rectify instances of non-compliances, if any, are reviewed by the Board at regular intervals.

**B. (i) Board Meetings**

The Board meets at-least once in a quarter to review the quarterly financial results and operations of the Company. It also meets as and when necessary to address specific issues relating to the business of the Company.

During the financial year 2022-2023, the members of the Board met 04 (Four) times to review, discuss and decide about the business of the Company.

The dates on which the said meetings were held are as follows:

Quarter	Date of Board Meeting
April, 2022- June, 2022	June 16, 2022
July, 2022 – September, 2022	August 13, 2022
October, 2022-December, 2022	November 14, 2022
January 2023-March, 2023	February 14, 2023

The necessary quorum was present at all the meetings. The maximum gap between any two Board meetings held during the year was not more than one hundred and twenty days. During the year under review, no meeting was held via video conferencing.

**(ii) Separate Meeting for Independent Director**

In order to comply with the requirement

of Schedule IV of the Companies Act read with Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Director of the Company was held on February 14, 2023, to review the performance of Non-Independent Directors, the Board as whole, to review the performance of the Chairman of the Company and assessed the quality, quantity and timelines of flow of information between the Company Management and the Board.

The Board of Directors had during their meeting held on February 14, 2023 reviewed the individual performance of all the Independent Directors as per the standard criteria laid down. The Independent Directors whose performance was reviewed by the Board were not present in that part of the meeting in which their performance was reviewed as required under the statute.

**C. Familiarization Programme for Independent Directors**

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter alia explains the roles, functions, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

The Company had adopted a familiarization programme for independent directors to familiarize them with the Company, their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework, functioning of various divisions, HR management, CSR Activities etc.

The Company aims to provide its independent Directors, insight into the Company enabling them to contribute effectively. The Company arranges Factory/unit, site visit for the Directors, giving them insight of various projects and Directors are also informed of various developments relating to the industry



on regular basis and are provided with specific regulatory updates from time to time.

Details of the familiarization programme of the Company may be accessed at the web <https://www.apisindia.com/pdf/Familiarisation-Programme-for-Independent-Directors.pdf>.

#### D. Chart or Matrix setting out skills/expertise/competence of Board.

The list of core skills/expertise/competencies identified by the board of directors as required in the context of its business and sector, for it to function effectively and those actually available with the board:

Key Skill Area	Essentials	Desirable	Karan Ahooja	Sushil Gupta	Sunita Chaddha	Amit Anand	Vimal Anand	Prem Anand	Naveen Kumar@
Strategy/ Business Leadership	Strong understanding of Business Model and Leadership	FMCG experience	✓	✓	✓	✓	✓	✓	✓
Corporate Strategy Consultant	Academician with experience in FMCG Industry and business strategy	Basic understanding of Finance	✓	✓	✓	✓	✓	✓	✓
Sales and Marketing Experience	Good understanding of commercial processes	Experience with FMCG or other consumer products	✓	✓	✓	✓	✓	✓	✓
Corporate law	Expert knowledge of Corporate Law	Experience in trade/ consumer related laws	✓			✓			✓
Finance	Good understanding of Finance and Accounts	FMCG experience	✓	✓		✓	✓	✓	✓
Trade Policy & Economics	Expert Knowledge of Trade & Economic Policies	FMCG experience	✓	✓	✓	✓	✓	✓	✓
Administration & Government Relations	Good understanding working culture with Govt. Organizations	Basic understanding of Finance and Business	✓	✓	✓	✓	✓	✓	✓

@Mr. Naveen Kumar was resigned from the post of Directorship w.e.f January 31, 2023.

Expertise for Directors could also be based on the Company's priority at a particular time viz:

- Knowledge of Domestic markets that Apis is focusing on,
- Expertise in commodity procurement.

#### E. Independent Directors

All the Independent Directors have fulfilled the independence criteria as per requirement of Listing Regulations and as per opinion of the Board, they are independent of the management.

#### F. Resignation of Independent Director(s)

Mr. Naveen Kumar resigned as a Member of the Board with effect from 31st January, 2023, due to his personal reasons. Mr. Naveen Kumar has confirmed that there are no material reasons for his resignation, other than those mentioned in her resignation letter.

Except for Mr. Naveen Kumar, none of the Independent Directors of the Company had resigned before the expiry of his/her respective tenure(s).

#### G. Committees of the Board

The Board of Directors, in view to have more focused attention on the business and for better governance, has the following committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee

The terms of the reference of these committees are determined by the Board and their relevance reviewed from time to time. The minutes of the committee tabled at the Board Meeting for noting of the Board Members.

**3. Audit Committee**

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 entered into with the Stock Exchange(s) read with Section 177 of the Companies Act, 2013 (“Act”).

**A. Brief description of terms of reference of Audit Committee**

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling their responsibilities, the Audit Committee was constituted. All the members of the Audit Committee are Independent Directors and have rich experience in the financial/legal sector.

The terms of reference of Audit Committee are as per Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 executed with the Stock Exchange(s), read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time. The composition of the Audit Committee also adheres to the provisions of Section 177 of the Companies Act, 2013.

The main functions of the Audit Committee, inter-alia, include:

**Role(s)/Terms of reference of Audit Committee are:**

- ◆ Overseeing the Company’s financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ◆ Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditor and Internal Auditors and fixation of audit fees and approval of payment for any other services.
- ◆ Recommending to the Board, the appointment, re-appointment and

if required, the replacement or removal of the Cost Auditor.

- ◆ Reviewing, with the Management, the Annual Financial Statements before submission to the Board for approval, with particular reference to:
  - (a) Matters required to be included in the Director’s Responsibility Statement to be included in the Board’s report in terms of Section 134(5) of the Companies Act, 2013.
  - (b) Changes, if any, in accounting policies and practices and reasons for the same.
  - (c) major accounting entries involving estimates based on the exercise of judgment by management;
  - (d) significant adjustments made in the financial statements arising out of audit findings;
  - (e) Disclosure of any related party transactions.
  - (f) Compliance with listing Regulations/agreement and other legal requirements relating to financial statements.
  - (g) Modified opinion(s) in the draft audit report;
- ◆ Reviewing, with the Management, the quarterly and annual Financial Statements before submission to the Board for approval.
- ◆ Reviewing, with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring

- the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter.
- ◆ Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
  - ◆ Approval or any subsequent modification of transactions of the listed entity with related parties;
  - ◆ Scrutiny of inter-corporate loans and investments;
  - ◆ Valuation of undertakings or assets of the listed entity, wherever it is necessary;
  - ◆ Evaluation of internal financial controls and risk management systems;
  - ◆ Review the appointment, removal and terms of remuneration of Internal Auditors.
  - ◆ Reviewing, with the Management, performance of the Statutory and Internal auditors, adequacy of the Internal Control Systems.
  - ◆ Reviewing the adequacy of Internal Audit Functions, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
  - ◆ Discussion with the Internal Auditors any significant findings and follow up thereon.
  - ◆ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  - ◆ Review the Management Discussion and Analysis of Financial condition and results of operations.
  - ◆ Discussion with the Statutory Auditors, before the Audit commences, about the nature and scope of Audit as well as post audit discussions to ascertain any area(s) of concern.
  - ◆ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
  - ◆ Reviewing the Internal Audit Reports relating to internal control weaknesses.
  - ◆ Carrying out any other function as mentioned in terms of reference of the Audit Committee.
  - ◆ Reviewing the compliances regarding the Company's Whistle Blower policy.
  - ◆ Approval of appointment of Chief Financial Officer (CFO) after assessing the qualifications, experience and background of the candidate.
  - ◆ To investigate any activity within terms of reference and seek information from any employee.
  - ◆ To obtain outside legal professional advice; and
  - ◆ Reviewing compliance of legal and regulatory requirements.
  - ◆ Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments existing as on the date of coming into force of this provision.



**B. Composition & Qualification of Audit Committee**

Name	Category of Directorship	Designation in Audit Committee	Qualification & Experience	No. of Meetings Attended
Mrs. Sunita Chaddha	Non-Executive & Independent Director	Chairperson	Mrs. Sunita Chaddha, the Independent Director of the Company brings with her a tremendous amount of knowledge, experience, foresight and vision. She is Graduate and having 21 years of experience in varied fields, she combines a strong comprehension of domestic business with innovative fundamental vision that aligns APIS India Limited towards a new dawn in integrated management systems.	04
Mr. Karan Ahooja	Non-Executive & Independent Director	Member	He is an Independent Director of the Company. He is Graduate & having 15 years of experience in the field of Administrative and General Management. .	04
Mr. Naveen Kumar@	Non-Executive & Independent Director	Member	Mr. Naveen Kumar is a Chartered Accountant from the Institute of Chartered Accountants of India and Completed his Bachelor's Degree in Commerce from Delhi University. He has more than 9 year of experience in the field of Accounts, Finance, Taxation and Audit & Assurance. Currently he is working as a Senior analyst in one of the biggest Multinational	03
Mr. Sushil Gupta§	Non-Executive & Independent Director	Member	He has more than 44 years of experience in the area of economic corporate strategy.	01
Mr. Mukesh Kasana^	Non-Executive & Independent Director	Member	Mr. Mukesh Kasana (DIN: 10118928) aged 29 years hold Chartered Accountant Degree from the Institute of Chartered Accountant of India and Bachelor in Commerce from Rajasthan University, Jaipur. He has 7 years' experience in the field of Finance, Taxation and Accounts in Trading as well as Manufacturing.	-

@ Mr. Naveen Kumar was resigned from the post of directorship of the Company w.e.f January 31, 2023.

§ Mr. Sushil Gupta was appointed as the member in the Audit Committee as on 14th February, 2023.

^ Mr. Mukesh Kasana was appointed as Additional Director category of Independent Director in the meeting of board of director held on August 14, 2023. He has also joined Audit Committee of the Company w.e.f August 14, 2023.

**C. Meetings of Audit Committee**

During the financial year 2022-23, Five (5) meetings of Audit Committee were held:

Quarter	Date of Meeting	Number of Members Present	Number of Independent Directors Present
April 2022 - June 2022	May 12, 2022	03	03
	June 16, 2022	03	03
July 2022 - September 2022	August 13, 2022	03	03
October 2022 - December 2022	November 14, 2022	03	03
January 2023- March 2023	February 14, 2023	03	03

The Internal Auditors and Statutory Auditors are invitees to the Audit Committee Meetings. Mr. Vikas Aggarwal, Company Secretary acts as the Secretary to the Audit Committee. No instances of any fraud have been pointed out by the statutory Auditors of the Company to Audit Committee.

Mrs. Sunita Chaddha, Chairperson of the Audit Committee was present at the previous Annual General Meeting (AGM) of the Company held on September 30, 2022 to answer the shareholders queries. Further the gap between two meetings did not exceed one hundred twenty days.

**4. Stakeholders' Relationship Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted the Stakeholders' Relationship Committee.

**Role(s)/Terms of reference of Stakeholders' Relationship Committee are:**

- The Stakeholders Relationship Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in quality of investor service.
- The Stakeholder Relationship Committee also looks into the redressal of shareholders'/investors complaints.
- Resolving the grievances of the security

holders of the entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

- Review of measures taken for effective exercise of voting rights by shareholders of the Company;
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**A. Composition of Stakeholders’ Relationship Committee:**

Name of the Committee Members	Category	Designation
Mrs. Sunita Chaddha	Non-Executive & Independent Director	Chairperson
Mr. Karan Ahooja	Non-Executive & Independent Director	Member
Mrs. Sushil Gupta#	Non-Executive & Independent Director	Member
Mr. Naveen Kumar^	Non-Executive & Independent Director	Member

^Mr. Naveen Kumar ceased to be a Member of the Committee consequent upon his resignation as a Non-Executive Independent Director of the Company with effect from 31st January, 2023.

#Mr. Sushil Gupta was appointed member of Stakeholder Relationship Committee as on 14th February, 2023.

The Directors review the position on all major investors’ grievances at meeting of the Board and the stakeholders’ relationship committee.

Pursuant to Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vikas Aggarwal, Company Secretary, acts as Compliance officer of the Company.

**B. Name, Designation and Address of Compliance Officer**

Mr. Vikas Aggarwal  
 Company Secretary  
 APIS India Limited  
 18/32, East Patel Nagar,  
 New Delhi-110008  
 Email: [vikas.cs@apisindia.com](mailto:vikas.cs@apisindia.com)

**C. Dates & No. of meetings of Stakeholders’ Relationship Committee held during the year under review and members attendance thereon:**

Quarters	Date of Meeting	Members Present	Number & Name of Director Absent
April 2022- June 2022	May 12, 2022	03	-
July 2022, September 2022	August 20, 2022	03	-
October 2022, December 2022	November 18, 2022	03	-
January 2023, March 2023	February 08, 2023	03	-

**D. Complaint Status**

During the year, the Company has not received any investor complaints. As on date, there is no pending complaint of any shareholder.

Terms of reference of the Committee, inter-alia, include:

1. Review, on periodic basis, status of grievances relating to transfer, transmission of shares, and issue of duplicate shares;
2. Monitor expeditious redressal of Investors’ grievances;
3. Review instances of non- receipt of Annual Report and declared dividend and
4. Consider all matters related to all security holders of the Company.

SEBI vide Circular no. CIR/OIAE/2/2011 dated June 3, 2011 informed the Company that they had commence processing of investor complaint in a web based complaints redress system viz. SCORES. Under this system all complaints pertaining to companies are electronically sent through SCORE and the companies are required to view complaint pending against them and submit action taken report along with supporting documents electronically in SCORES.

**5. Nomination & Remuneration Committee**

In compliance with the provisions of Section 178 of the Companies Act, 2013, read with rules framed thereunder and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted the Nomination & Remuneration Committee.

The Nomination & Remuneration Committee comprises of three (3) Directors (all Independent Directors). Mr. Sushil Gupta, Chairman of Nomination and Remuneration Committee was present at the Annual General Meeting of the Company held on September 30, 2022.

Mr. Vikas Aggarwal, Company Secretary, acts as the Secretary to the Committee.

**A. Composition of Nomination & Remuneration Committee:**

Name of Committee Member	Category of Directorship	Designation in Committee
Mr. Sushil Gupta	Non-Executive & Independent Director	Chairman
Mr. Karan Ahooja	Non-Executive & Independent Director	Member
Mrs. Sunita Chaddha	Non-Executive & Independent Director	Member

**B. Dates & no. of meetings of Nomination and Remuneration Committee held during the year under review and members attendance thereon:**

Quarters	Date of Meeting	Members Present	Number & Name of Director Absent
April 2022- June 2022	June 16, 2022	03	-
July 2022- September 2022	August 13, 2022	03	-
October 2022- December 2022	November 18, 2022	03	-
January 2023- March 2023	February 08, 2023	03	-

**C. The broad terms of reference of the Committee includes:**

The terms of reference of Nomination and Remuneration Committee is in the terms of Companies Act, 2013 and Part D of Schedule II of Regulation 19(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, which inter-alia, include:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of the criteria for evaluation of performance of Independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
5. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.



6. recommend to the board, all remuneration, in whatever form, payable to senior management
7. Formulation & review of remuneration policy of the Company.

The committee shall approve the remuneration payable to the executives of the Company for each financial year. The Committee shall also review, appraise and approve such other matter(s) as the board may recommend to it.

**Evaluation of performance of the Board, its committees and Individual Directors (Including Independent Directors)**

As required under Section 134(3)(p) of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board of Directors has carried out an annual evaluation of its own performance and that of its Committees and individual Directors.

The performance of the Board and individual Directors was evaluated by the Board after seeking inputs from all Directors. The performance of the committees was evaluated by the Board after seeking inputs from the committee members. The Nomination and Remuneration Committee reviewed the performance of the Individual Directors.

As required under Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board assessed the performance of the Independent Directors, individually and collectively as per the criteria laid down and on an overall assessment, the performance of independent directors was found noteworthy. The Board has therefore recommended the continuances of the Independent Directors on the Board of the Company. The Board has evaluate the performance of the independent directors on the parameters such Qualification, knowledge, experience, initiate, attendance, concerns for the stakeholders, leadership, team work

attributes, effective interaction, willing to speak up, high governance standard, integrity, relationship with management, Independent views and judgement. Further, the Board and each of the Directors had evaluated the performance of each individual director on the basis of above criterion.

The members of the committee of audit nomination & remuneration, stakeholder's relationship committee and Corporate Social Responsibility were also assessed on the above parameters and also in the context of the Committee's effectiveness vis-à-vis the Companies Act and Listing Regulations.

The Board of Directors has assessed the performance of the Board as whole and committees of the Company based on the parameters which amongst other included structure of the Board, including qualification, expectance and competency of the Directors, diversity of the Board and process of appointment; Meeting of the Board, including regularity and frequency, agenda, discussion and dissent, recording of the minutes, functions of the Board, including strategy and performance evaluation, corporate culture and value, evaluation of risks, succession plan, focus on the shareholders' value creation, effectiveness of Board process, governance and compliance and meaning full communication, high governance standard, knowledge of business, openness discussion/integrity and information and functioning and quality of relationship between the Board and management.

Further as required under Schedule IV of the Companies Act, 2013 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Separate meeting of the independent directors was convened, whereat Independent Directors had evaluated the performance of the non-independent directors and the Board as whole as parameters as enumerated above. They also reviewed performance of the chairman of the Company on

the parameters such as effectiveness of leadership and ability to steer the meeting, impartiality, commitment and ability to keep shareholders' interest in mind and also assessed the quality and timeline of the flow of the information between the company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The nomination and remuneration Committee & Audit Committee has also reviewed and considered the collective feedback of the whole of evaluation process. The Directors were satisfied with the evaluation results which reflected the overall management and effectiveness of the Board and its Committees.

The Nomination and Remuneration Committee has devised the following policies:-

#### **Policy on Board Diversity**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration policy is framed and adopted.

The Broad objectives of the Policy are:

The Policy shall conform with the following two principles for achieving diversity on its Board:

- a) Decisions pertaining to recruitment, promotion and remuneration of the directors will be based on their performance and competence; and
- b) For embracing diversity and being inclusive, best practices to ensure fairness and equality shall be adopted and there shall be zero tolerance for unlawful discrimination and harassment of any sort whatsoever.

In order to ensure a balanced composition of executive, non-

executive and independent directors on the Board, the Company shall consider candidates from a wide variety of backgrounds.

#### **Remuneration Policy:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration policy is framed and adopted.

The Broad objectives of the Policy are:

- (i) To lay down criteria for identifying persons who are qualified to become Directors and who may be appointed in Senior Management of the Company in accordance with the criteria laid down;
- (ii) To lay down criteria for determining qualification, positive attributes and Independence of a Director;
- (iii) To lay down criteria relating to remuneration of directors, key managerial personnel and other employees;
- (iv) To retain, motivate and promote exceptional talent and to ensure long term sustainability of the talented managerial persons and create competitive advantage;
- (v) To promote and welcome diversity, equal opportunities and gender mix in the Board composition with due recognition and weightage to the skills, experience and business acumen of the directorship candidatures.

Details policy on the recommendation of Nomination and Remuneration Committee as adopted by the Board of Directors is annexed with the Director Report of the Company. The said policy is available and can be disseminated on the website of the Company at **www.apisindia.com**.

### Particulars of Directors' Remuneration during the financial year 2022-2023:

The details of remuneration paid to the Directors during the year ended March 31, 2023, are given below:

Directors	Salary & Perquisites (In ₹)	Sitting Fee (In ₹)	Total (In Rs)
Mrs. Prem Anand	13,20,000	----	13,20,000
Mr. Vimal Anand	10,50,000	----	10,50,000
Mr. Amit Anand	10,50,000	----	10,50,000
Mr. Karan Ahooja	----	----	----
Mr. Sushil Gupta	----	----	----
Mr. Naveen Kumar	----	----	----
Mrs. Sunita Chaddha	----	----	----
<b>Total</b>	<b>34,20,000</b>	<b>----</b>	<b>34,20,000</b>

Presently, the Company does not have a scheme for grant of stock options to any director. Further, none of the directors of the company was in receipt of any remuneration from its subsidiary company during the period. The Company does not pay any remuneration to its non-executive independent directors.

There were no pecuniary relationship or transactions of the non-executive Directors vis-à-vis the Company during the year.

#### Criteria for making payment to Non-Executive Directors

The Company has not paid any payment to its Non-Executive Directors. The details of such criteria are available in the Remuneration Policy. The said policy is available and can be disseminated on the website of the Company [https://www.apisindia.com/pdf/NOMINATION-AND-REMUNERATION-POLICY-\(for-apis-2016\)-\[165604\].pdf](https://www.apisindia.com/pdf/NOMINATION-AND-REMUNERATION-POLICY-(for-apis-2016)-[165604].pdf)

## 6. Corporate Social Responsibility Committee

In compliance with the provisions of Section 135 of the Companies Act, 2013, your Company has constituted the Corporate Social Responsibility Committee.

### A. Composition of Corporate Social Responsibility Committee:

Name of Committee Member	Category of Directorship	Designation in Committee
Mr. Karan Ahooja	Non-Executive & Independent Director	Chairman
Mr. Sushil Gupta	Non-Executive & Independent Director	Member
Mr. Vimal Anand	Executive Director	Member
Mr. Amit Anand	Executive Director	Member
Mr. Naveen Kumar <sup>^</sup>	Non-Executive & Independent Director	Member

<sup>^</sup> Mr. Naveen Kumar was resigned from the post of the Non-Executive & Independent Director w.e.f January 31, 2023.

During the financial year 2022-23, Four (4) meetings of Corporate Social Responsibility Committee were held:

Quarters	Date of Meeting	Members Present	Number & Name of Director Absent
April 2022 - June 2022	June 07, 2022	05	---
July 2022 - September 2022	August 20, 2022	05	---
October 2022 - December 2022	November 18, 2022	05	---
January 2023 - March 2023	March 31, 2023	04	---

### B. Terms of reference of the Committee, inter – alia, include:

- Formulate and recommend to the Board, Corporate Social Responsibility Policy of the Company, which shall indicate the activities to be undertaken by the Company as per the provisions of the Companies Act 2013 and rules made thereunder;



- Monitor the implementation of the frame work of the policy on the regular basis.
- Recommend the amount of expenditure to be spent on CSR activities.

During the year under review the Company has spent the money on activities/projects identified under CSR and the details of CSR budget and spend for the year 2022-23 is given as an annexure to the Director’s Report.

**7. Subsidiary Company**

Your Company has 2 (Two) wholly owned subsidiary and 2 (two) associate companies with the name and style of APIS Pure Foodstuff LLC, Dubai and Kapil Anand Agro Private Limited.

None of the subsidiary fall within the meaning of “Material Non- listed Indian subsidiary” as defined in the policy adopted by the Company.

The Company has laid down policy on Material subsidiary and the same is placed on the website of the Company. The said policy may be accessed at the following web link: <https://www.apisindia.com/pdf/Policy-for-Determination-of-Materiality.pdf>

However the following compliance are duly made by the Company:

- The Audit Committee reviews the financial statements of the Subsidiary Company.
- The Minutes of the Board Meeting of the Subsidiary Company are placed before the Board of Directors.
- A Statement of all significant transactions and arrangements made by the subsidiary are informed by the Board at periodical internal.

**8. Means of Communication**

The Company’s Quarterly/Annual Financial Results, after their approval by the Board of Directors, are filled with the Stock Exchange under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The results in the prescribed

format are normally published within 48 hours in the Newspaper viz. Financial Express-English Edition and Jansatta- Hindi Edition in compliance with Regulation 47(1)(b) of the said regulation.

The Company’s Annual Report containing, inter-alia, audited annual accounts, consolidated financial statements, directors’ report, auditors’ report, management discussion analysis and other important information is circulated to all the members.

The Company has its own website viz. [www.apisindia.com](http://www.apisindia.com). The quarterly/half yearly and Annual Financial Results are posted on the Company’s website for the information of the shareholders. Further Shareholding Pattern, Corporate Governance Report, the composition of the Board of Directors /Committee of Directors, the various policies on the Corporate Social Responsibility, Related Party Transactions Policy, archival policy, policy on determination of materiality, Code of Conduct for Regulating & Monitoring Trading by Insiders, Code of Conduct for Board of Directors and Senior Management, CSR Policy and other policies are also available on the Company’s’ website.

All the material information is promptly sent to the stock exchange where the shares of the Company are listed and simultaneously posted on the website of the Company.

**9. General Body Meetings:**

The concise details of Annual General Meetings held during the previous three years are as under:

**A. Annual General Meetings:**

Financial Year	Location and Time	Special Resolutions passed
2021-2022	30th September, 2022 at 12:30 P.M at the Registered office of the Company at 18/32, East Patel Nagar, New Delhi-110008	One Special Resolution was passed in the Annual General Meeting.
2020-2021	30th September, 2021 at 12:30 P.M. through Video Conferencing/ other audio visual means (“VC/ OAVM”)	One Special Resolution was passed in the Annual General Meeting.

2019-2020	30th September, 2020 at 10:00 A.M. through Video Conferencing/ other audio visual means ("VC/OAVM")	One Special Resolution was passed in the Annual General Meeting.
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### B. Postal Ballot:

Details of special resolutions passed through postal ballot during FY 2022-23:

The Company sought the approval of its shareholders on a specific matter through a Special Resolution by postal ballot by utilizing a remote e-voting process only. The Board of Directors of the Company appointed Mr. Anand Kumar Singh, Company Secretary, as the Scrutinizer for scrutinizing the postal ballot through e-voting. Brief details pertaining to the said postal ballot are provided below:

	Appointment of Mr. Naveen Kumar as a Non-Executive Independent Director of the Company  (Resolution No. 1)	Approval for giving loan or guarantee or providing security in connection with loan availed by any of the company's subsidiary(ies) or any other person specified under section 185 of the companies act, 2013  (Resolution No. 2)
Date of Postal Ballot Notice	22nd March, 2022	22nd March, 2022
Date of completion of dispatch of Postal Ballot Notice	05th April, 2022	05th April, 2022
Period of e-voting	06th April, 2022 to 05th May, 2022	06th April, 2022 to 05th May, 2022
Date of declaration of results	06th May, 2022	06th May, 2022

The results of the postal ballot through e-voting were as follows:

Resolution	Votes in favour of the Resolution		Votes against the Resolution	
	Number of shares for which valid votes casts	% votes to total number of valid votes cast	Number of shares for which valid votes casts	% votes to total number of valid votes cast
Resolution No.1	5463546	100	0	0
Resolution No.2	5463546	100	0	0

### Procedure for the postal ballot:

The aforementioned Postal Ballot was conducted solely through the Remote E-Voting process in accordance with the regulations set forth in Sections 108 and 110, as well as other applicable provisions of the Companies Act, 2013 and its corresponding Rules.

Mr. Anand Kumar Singh, Practicing Company Secretary (FCS: 10812 & COP No. 9404), was appointed as Scrutinizer, for conducting the above Postal Ballot through the Remote E-Voting process fairly and transparently and following the provisions of the Companies Act, 2013 and the rules made thereunder.

### Details of the special resolution proposed to be conducted through postal ballot:

The Company has filled an intimation to Stock Exchange for approval by way of special resolutions proposed to be conducted through a postal ballot regarding Transfer of "B2c Business Division" of the Company by way of slump exchange as a 'going concern' to a wholly owned subsidiary of the company.

### C. Extra-ordinary General Meetings:

There was no Extra Ordinary General Meeting was held during the Financial Year 2022-23.

### 10. Reconciliation of Share Capital Audit:

A qualified practising Company Secretary carries out an audit on a quarterly basis to reconcile the total admitted capital with National Securities

Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital and the reports are placed before the Board of Directors for its perusal. The said report confirms that the total issued and listed capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

As required under Regulation 7(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has submitted a compliance certificate to the exchange duly signed by the Compliance Officer and the authorised representative of Share Transfer Agent viz. M/s Skyline Financial Services Private Limited to the Stock Exchange on 06th day of April, 2022 for the half year ended 31st March, 2022 certifying compliance that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with SEBI.

## **11. Other Disclosures**

### **A. Disclosures of Related Party Transactions**

The related party transactions are periodically placed before the Audit Committee/Board of Directors for their consideration and approval. There were no materially significant related party transactions which a potential conflict with the interest of the Company at large. All the related party transactions have been transacted in the ordinary course of business and on arm's length basis.

The Audit committee has granted an omnibus approval for such related party transaction where the need cannot be foreseen and aforesaid details are not available in accordance with Regulation 23(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The transaction with related parties have been disclosed in details in Note No. 37 to the Standalone Balance sheet as at March 31, 2023, and the profit and loss accounts for the year ended on that date which form part to this Annual Report.

The Board has formulated a policy on related party transactions and it may be accessed at Weblink: [http://www.apisindia.com/docs/investorRelation/corporateGovernance/Related\\_Party\\_Policy.pdf](http://www.apisindia.com/docs/investorRelation/corporateGovernance/Related_Party_Policy.pdf).

### **B. Disclosure regarding appointment/re-appointment of directors**

In terms of Section 152 of the Companies Act, 2013, Mr. Vimal Anand (DIN: 00951380) shall retire by rotation at the ensuing Annual General Meeting and being eligible for re-appointment.

Brief details as required under Regulations 36(6) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and Secretarial Standard-2 on the General Meeting in respect of the Director seeking reappointment at Annual General Meeting are annexed with the notice. The Directors have furnished the requisite consent/declaration(s) for their appointment.

### **C. Vigil Mechanism/Whistle Blower Mechanism**

In terms of Section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, a Vigil Mechanism/Whistle Blower policy as recommended by the Audit Committee has been adopted by the Board of Directors of the Company. The policy provides a mechanism for the employee, to report concern about the unethical behaviour, actual & suspected frauds or violation of the Company's Code of conduct. It is affirmed that no personnel has been denied access to the audit committee.

The policy on the Whistle Blower may be accessed at the web link [https://www.apisindia.com/pdf/Related\\_Party\\_Policy.pdf](https://www.apisindia.com/pdf/Related_Party_Policy.pdf)

### **D. Management & Discussion Analysis Report:**

The comprehensive Management & Discussion Analysis Report has been enclosed with this report.



#### **E. Details of Compliances/Non compliances by the Company with applicable Laws**

The Board of Directors periodically reviews compliance reports of the laws applicable to the Company and the Company initiates requisite action for strengthening of its statutory compliance procedures, as may be suggested by the members of the Board from time to time.

The Company has complied with various rules and regulations prescribed by the Stock Exchange, Securities and Exchange Board of India (SEBI) and other Statutory Authority on all matters related to capital Markets, and no penalties or strictures have been imposed on the Company by any of said authorities in this during the last three years.

#### **F. Code for Prevention of Insider Trading Practices**

In compliance with SEBI's regulations on Prevention of Insider Trading, the Company has instituted a comprehensive Code of Conduct for its Directors and Designated Employees. The code lays down guidelines which advise them on procedure to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of consequences of violations.

Based on the recent amendments in the SEBI (Prevention of Insider Trading Regulations), 2015, the company has revised the "Code of Conduct for Prevention of Insider Trading" of the Company. Company Secretary, is the Compliance Officer for the purpose of this code. During the year, there has been due compliance with the code by the Company and all insiders and requisite disclosures were made to the Stock Exchanges from time to time.

The Company has now adopted the new amended SEBI's (Prevention of Insider Trading) Regulations, 2015, duly approved by the Board of Directors through resolution passed by circulation, in term of which the Code of Practices Procedure for fair disclosure unpublished price sensitive information and the Code

of Internal procedure and conduct for regulation, monitor and report of trading in the Securities for the designated employees and the connected persons have been adopted and have been posted on the Company's website [www.apisindia.com](http://www.apisindia.com).

#### **G. Risk Management**

The Company has adopted a Risk Management Policy, however as per Regulation 21 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, Risk Management Committee is not applicable on the company. It has laid down the procedures to inform the Board members about potential risks, their assessment and control. These procedures are periodically reviewed to ensure that the executive management controls risks by means of properly defined framework of policies and strategies.

The Company also has a system of Internal Audit and the Internal Auditors report directly to the Audit Committee of the Company.

#### **H. Adoption of Mandatory and discretionary requirements of the Corporate Governance as specified in the Listing Regulation 17 to 27 and Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

The Company has complied with all the mandatory requirements of the Corporate Governance mandatory with respect to Regulation 17 to 27 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015. The non-mandatory have been adopted to the extend and in the manner as stated under the appropriate headings detailed elsewhere in this report.

#### **I. Secretarial Auditors**

M/s Anand Nimesh & Associates, Practising Company Secretaries were appointed as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for the financial year 2022-23.

**J. Disclosure of Accounting Treatment**

The Ministry of Corporate Affairs (MCA), vide its notification in official gazette date February 16, 2015, notified the Indian Accounting Standards (Ind As) applicable to certain classes of Companies. Ind As has replaced the existing Indian GAAP prescribed under Section 133 of the Companies (Accounts) Rules, 2014.

The Company has adopted Indian Accounting Standards (“IndAS”) from April 01, 2017 (transition date to Ind AS is April 01, 2016) and the financial Statements have been prepared in accordance with recognition and measurement principal of Indian Accounting Standards (“Ind AS”) as prescribed under the Companies (Indian Accounting Standards) Rules, 2015, as specified in section 133 of the Companies Act, 2013. The Annual Accounts for the year ended March 31, 2023 have been prepared in accordance to Indian Accounting Standard (Ind AS).

There is no explanation required to be given by the management, as per Regulation 34(3) read Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**K. Proceeds from the public issue/rights issue/preferential issues etc.**

There was no public issue/ right issue/ preferential issue etc. made by your Company during the financial year 2022-23.

**L. Disclosure on Commodity Price Risks or Foreign Exchange Risk and Hedging Activities**

The Company has witnessed a major structural federal tax change in the current fiscal which has influenced the fundamentals of the trade dynamics in various items/commodities. The Company has prudently sailed through the changed environment and swiftly transited into the new regime through a collaborative engagement with different stakeholders in the supply chain.

The Company is subject to market risk with respect to commodity price fluctuations in a wide range of materials which are drawn from the agriculture. The Company hedges exposure to commodity risks through a judicious mix of long term contracts in seasonal items and strategic buying initiatives in other commodities. The Company has a robust governance framework /mechanism in place to ensure that the Company is effectively safeguarded from the market volatility in terms of price and availability.

As regards foreign exchange risks, keeping in view the position of rupee in the market vis-a-vis foreign currency, the Company has been taking natural hedge to the extent of foreign debtors and rest of the loan in foreign current is unhedged.

**M. Certificate from Company Secretary in Practice**

A certificate from Anand Nimesh & Associates, Practice Company Secretaries is annexed and forms part of this Annual Report, stating that none of the directors on the Board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

**N. Total fees for all services paid by the listed entity, on a consolidated basis, to the statutory auditor is a part is mentioned in Notes to Accounts.**

The total fees paid to the Statutory Auditors viz G A M S & Associates LLP., Chartered Accountants for the financial year 2022-2023 was ₹ 11,00,000/- (Rupees Eleven lakhs Only).

The details are as under:

- (i) Statutory Audit fees: ₹ 7,00,000/- (Rupees Seven lakhs Only)
- (ii) Legal, Professional and other fees: ₹ 4,00,000/- (Rupees Four lakhs Only)

**O. Disclosure on demat Suspense Account/ unclaimed Suspense Account**

There are no shares which lying in the demat suspense Account and Unclaimed Suspense Account.

**P. There were no instances where the Board had not accepted any recommendation of any committee during the financial year.**

**Q. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as under:**

S. No	Particulars	No. of Complaints
1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed of during the financial year	Nil
3.	Number of complaints pending as on end of the financial year	Nil

**R. Disclosure by listed company/ subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount**

The Company and/or its subsidiaries has not granted any loans and advances in the nature of loans to firms/companies in which directors.

**S. Material Subsidiary**

During the year under review the Company has no material subsidiary.

**T. Disclosure on compliance with Corporate Governance Requirements specified in Listing Regulations**

The Company has complied with the requirements of Part C (corporate governance report) of sub-paras (2) to (10) of Schedule V of the Listing Regulations.

The Company has complied with corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of

Regulation 46 of the Listing Regulations and necessary disclosures thereof have been made in this corporate governance report.

● **Web link for other Policies**

The following policies are linked with the website of the Company i.e. **www.apisindia.com**

1. Archival Policy on preservation of Documents of the Company. URL for the same is: **https://www.apisindia.com/pdf/Website\_content\_archival\_policy.pdf**.

2. Policy on determination of materiality of the events/ information for making disclosure by the Company. URL for the same is: **https://www.apisindia.com/pdf/Policy-for-Determination-of-Materiality.pdf**

3. Policy on Preservation of Records. The same may be accessed at: **https://www.apisindia.com/pdf/Policy-on-Preservation-of-Documents.pdf**

U. Policy on determination of material subsidiary. The same can be accessed at: **https://www.apisindia.com/pdf/POLICY-FOR-DETERMINING-MATERIAL-SUBSIDIARY.pdf**

V. In compliance with the Regulation 46(2) (j) & (k) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 and as required under the listing Regulations/agreement entered into with the Stock Exchange, the Company has designated the mail.id **vikas.cs@apisindia.com**. This mail id has been posted on the Company's website and also on the website of the Stock Exchange. The investor can send their grievances, if any to the designated mail id. Mr. Vikas Aggarwal was the Compliance officer of the Company, the Company is in the process of appointment of Company Secretary.

W. The SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, vide its Regulation 46(1) stipulated that the



company should maintain a functional website containing the basic information about the company and to update the contents of the said website periodically. In pursuance to this clause, the Company updates its website with all relevant information as envisaged in the said regulation and as per the provision of the companies Act, 2013. The website of the company may be accessed at [www.apisindia.com](http://www.apisindia.com).

- X. In Pursuant to Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, 100% of the shareholding of the promoter and promoter group has been dematerialized and all the shares are held dematerialized mode to allow the shares of the company to be traded in the Stock Exchanges in the normal segment.

**12. General Shareholder Information:**

<b>Annual General Meeting</b> (Date, Time & Venue)	Saturday, 30th September, 2023, Time: 1:30 P.M IST; being held at Almondz Hotel at 4/3, Block-4, Near Metro Pillar No. 171, East Patel Nagar, New Delhi-110008.
<b>Financial Year</b>	1st April 2022 - 31st March 2023
<b>Date of Book Closure</b>	Friday, September 22, 2023 to Saturday, September 30, 2023 (both days inclusive).
<b>Dividend Record (Last three years)</b>	Financial Year 2019-20, 4% (₹ 4 per preference share of face value of ₹ 100/-each)
	Financial Year 2020-21, 4% (₹ 4 per preference shares of face value of ₹ 100/- each)
	Financial Year 2021-22, 4% (₹ 4 per preference shares of face value of ₹ 100/- each)
<b>Dividend for Financial Year 2022-2023</b>	The Company has not recommended dividend for the financial year 2022-23.
<b>Listing on Stock Exchanges</b>	The Shares of the Company are listed on the BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, Maharashtra, India Annual Listing Fee for the financial year 2022-23 has been duly paid to the Stock Exchange.
<b>ISIN NO/Stock Code</b>	ISIN No. of Equity Shares at NDSL/ CDSL: INE070K01014 Trading Symbol at BSE & Code: APIS: 506166

<b>Financial Calendar 2023-2024 (Tentative &amp; Subject to Change)</b>	1. First Quarter results – on or before 14th August, 2023 2. Second Quarter results – 2nd week of November, 2023 3. Third Quarter results – 2nd week of February 2024 4. Audited yearly results for the year ended March 31, 2024-Last week of May, 2024
<b>Registrar &amp; Transfer Agents (both for Electronic &amp; Physical Segment)</b>	Skyline Financial Services Private Ltd D-153, 1st Floor, Okhala Industrial Area, Phase-I, New Delhi-1100 20 Contact Person: Mr. Virender Rana, Director Phone: 011-26812682 Website: <a href="https://www.skylinerta.com/">https://www.skylinerta.com/</a> Email id: <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>
<b>Share Transfer Systems</b>	SEBI has mandated that, effective April 1, 2019, no share can be transferred in physical mode. Hence, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. The Company had sent communication to the shareholders encouraging them to dematerialise their holding in the Company. The communication, inter alia, contained procedure for getting the shares dematerialised. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. As per the requirement of Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has obtained the half yearly certificates from the Company Secretary in practice for due compliance of share transfer formalities.
<b>Permanent Account Number (PAN) for transfer of shares in physical form</b>	SEBI vide its Circular dated May 20, 2009 has stated that for securities market transactions and off-market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company's RTA for registration of such transfer of shares. Accordingly, shareholders are requested to please furnish copy of PAN Card to the Company's RTA for registration of transfer of shares in their name.

<b>Reconciliation of Share Capital Audit</b>	<p>Reconciliation of Share Capital Audit is conducted on quarterly basis by a Qualified Practicing Company Secretary to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Service Ltd. (CDSL) with the total issued and listed Capital. The Reports are placed before the Board of Directors for its perusal and are submitted to the concerned Stock Exchanges where the shares of the Company are listed for trading. The said report confirms that the total issued and listed capital is agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.</p> <p>As required under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, it has submitted a compliance certificate to the Stock Exchanges, duly signed by the Compliance officer of the company and authorised representative of the RTA i.e. M/s Skyline Financial Services Private Limited certifying compliance that all activities in relation to both physical and electronic share transfer facility are maintained by the Registrar and Share transfer Agent registered with SEBI.</p>																					
<b>Dematerialization of Shares</b>	<p>The Company's shares are available for dematerialisation on both the depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Service Ltd. (CDSL).</p> <p>(i) Dematerialization of Shares as on 31st March, 2022</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>Particular</th> <th>Number of Shares</th> <th>Percentage (%)</th> </tr> </thead> <tbody> <tr> <td>Dematerialization:</td> <td></td> <td></td> </tr> <tr> <td>NSDL</td> <td>12,00,799</td> <td>21.79</td> </tr> <tr> <td>CDSL</td> <td>42,91,722</td> <td>77.88</td> </tr> <tr> <td><b>Sub-Total:</b></td> <td><b>54,92,521</b></td> <td><b>99.68</b></td> </tr> <tr> <td>Physical:</td> <td>17,555</td> <td>0.32</td> </tr> <tr> <td><b>Total:</b></td> <td><b>55,10,076</b></td> <td><b>100.00</b></td> </tr> </tbody> </table>	Particular	Number of Shares	Percentage (%)	Dematerialization:			NSDL	12,00,799	21.79	CDSL	42,91,722	77.88	<b>Sub-Total:</b>	<b>54,92,521</b>	<b>99.68</b>	Physical:	17,555	0.32	<b>Total:</b>	<b>55,10,076</b>	<b>100.00</b>
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<b>Secretarial Audit</b>	<p>Pursuant to Section 204 of the Companies Act, 2013, the Company has appointed M/s Anand Nimesh &amp; Associates, Companies Secretaries as Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for the financial year 2022-23.</p>																					

<b>Outstanding GDRs</b>	There are no outstanding GDRs/ ADRs/ Warrants or any other convertible instruments.
<b>Regd. Office</b>	18/32, East Patel Nagar, New Delhi-110008
<b>Plant/Unit Address</b>	Khasra No. : 66 – 72, Village Makhiali, DundiPargana, Manglore, Roorkee – 247 667, Uttarakhand
<b>Address for Correspondence</b>	18/32, East Patel Nagar, New Delhi-110008
<b>Credit Rating</b>	The Company has been assigned BBB-/Stable rating by Crisil Ratings Limited during the year. The Company does not have any fixed deposit programme nor has any proposal involving mobilisation of funds in India or abroad.
<b>Compliance Officer</b>	Mr. Vikas Aggarwal (Company Secretary) Tel :011-43206602; E-Mail: <a href="mailto:vikas.cs@apisindia.com">vikas.cs@apisindia.com</a> ; Website: <a href="http://www.apisindia.com">www.apisindia.com</a> The Company has designated an e-mail id viz. <a href="mailto:vikas.cs@apisindia.com">vikas.cs@apisindia.com</a> to enable the investors to register their complaints/suggestions/queries, if any.

**Dematerialization of Shares as on 31st March, 2023**



**Green Initiative in the Corporate Governance by the Ministry of Corporate Affairs**

The Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by companies and has issued circulars stating that the service of official documents by a company to its members can be made through electronic mode.

To support this green initiative of the Government in full measure, all the members are requested to register/update their email IDs with their depository participants, in case shares are held in electronic mode, to ensure that Annual Report and other documents reach

them at their preferred email IDs and, where the shares are held in physical mode, members are requested to get their email IDs updated in the records of the company.

All the official documents including Annual Report of the Company, circulated to the Members of the Company through electronic mode, will be made available on the Company's website [www.apisindia.com](http://www.apisindia.com).

**Distribution of Shareholdings as on March 31, 2023:**

Range(in Shares)		No. of Shares holders	No. of Shares	% of Total
From	To			
1	5000	3	179	-
5001	10000	-	-	-
10001	20000	-	-	-
20001	30000	1	2592	0.05
30001	40000	-	-	-
40001	50000	-	-	-
50001	100000	2	11845	0.21
100001	And above	14	5495810	99.74
<b>Total</b>		<b>18</b>	<b>5510076</b>	<b>100.00</b>

**Shareholding Pattern of the Company as on March 31, 2023:**

Category	No. of Shares	% to Total
Promoters*	4117199	74.72
Banks, Financial Institutions & FIs	-	-
Bodies Corporate	-	-
Non Resident Indians	-	-
GDR	-	-
Public/ individuals	1392877	25.28
<b>Total</b>	<b>5510076</b>	<b>100.00</b>

\* No pledge has been created on the shares held by promoters or promoter group as on March 31, 2023.



**Market Price Data Monthly High and Low quotation of shares traded on BSE during the year 2022-23.**

(In ₹ Per share)

Month End	Sensex		APIS	
	High	Low	High	Low
April, 2022	60,845.10	56,009.07	19.30	19.30
May, 2022	57,184.21	52,632.48	19.30	19.30
June, 2022	56,432.65	50,921.22	19.30	19.30
July, 2022	57,619.27	52,094.25	19.30	19.30
August, 2022	60,411.20	57,367.47	19.30	19.30
September, 2022	60,676.12	56,147.23	19.30	19.30
October, 2022	60,786.70	56,683.40	20.25	19.30
November, 2022	63,303.01	60,425.47	24.55	21.25
December, 2022	63,583.07	59,754.10	25.75	25.75
January, 2023	61,343.96	58,699.20	27.00	27.00
February, 2023	61,682.25	58,795.97	58.40	28.35
March, 2023	60,498.48	57,084.91	61.32	64.38

The Company's equity share performance compared to BSE Sensex is as under:



**13. Compliance Certificate from Anand Nimesh & Associates, Company Secretaries on Corporate Governance**

As required under Schedule V sub-clause (E) Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from Anand Nimesh & Associates, Practice Company Secretaries is annexed and forms part of this Annual Report.



#### 14. Code of Conduct for Board of Directors and Senior Management Personnel

The Board of Directors has adopted Code of Conduct, applicable to Directors and to Senior Management Personnel of the Company. The said Code of Conduct have been posted on the Company's website [http://www.apisindia.com/pdf/Code\\_of\\_conduct.PDF](http://www.apisindia.com/pdf/Code_of_conduct.PDF) The Company has obtained declarations from all its Directors and Senior Management Personnel affirming their compliances with the applicable Code of Conduct. The declaration by the Chief Executive Officer (CEO) under Schedule V sub-clause (D) Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 affirming compliance of the Code of Conduct by all members of the Board and the Senior Management Personnel for the year ended 31 March, 2023 is attached to this Corporate Report.

#### 15. Disclosure of Agreements under clause 5A of paragraph A of Schedule III of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015

During the year under review the Company has not entered an Agreement(s) mentioned in clause 5A of paragraph A of Schedule III of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015, which either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability.

#### 16. SEBI Complaints Redress System (SCORES)

The Company processes the investors' complaints received by it through a computerized complaints redressal system. The salient features of this system are computerized database of all the inward receipts and action taken on them, online submission of Action Taken Reports (ATRs) along with supporting documents electronically in SCORES. The investors' can view online the current status of their complaints submitted through SEBI Complaints Redress System (SCORES). The above report has been placed before the Board at its meeting held on August 13, 2022 and the same was approved.

#### 17. Discretionary Requirements

As required under Part E of Schedule II the details of discretionary requirements are given below:

##### A. The Board

The Company has not set up any office for the Non-executive Chairman and no expenses and reimbursement of expenses are incurred in the performance of his duties.

##### B. Shareholders Rights

The quarterly/half yearly un-audited results of the Company after being subjected to a Limited Review by the Statutory Auditors are published in newspapers and on the Company's website [http://www.apisindia.com/investors\\_FinancialResults.php](http://www.apisindia.com/investors_FinancialResults.php).

These results are not sent to shareholders individually.

##### C. Unmodified Opinion(s) in Audit Report

The Auditor has issued an unmodified opinion on the statutory financial statement of the Company.

##### D. Reporting of Internal Auditor

The Board of Directors of Company had appointed Mukhtar Alam & Associates, Chartered Accountants, as the Internal Auditors of the Company pursuant to the provisions of Section 138 of the Act for financial year 2022-2023 and the reports on periodical basis submitted were place before the audit committee and Board of Directors.

The Company has appointed ASRV & Associates, Chartered Accountants (Firm Registration No. 032290N), as the Internal Auditors for the financial year 2023-2024 and they shall report directly to the Audit Committee on a quarterly basis on his findings and corrective actions taken.

##### E. Request to Investors

I. Investors are requested to communicate change of address, if any, directly to the registrar and share transfer agent of the Company.

II. As required by SEBI, investors shall furnish details of their respective bank account number and name & address of

- the bank for incorporating in the dividend warrants to reduce the risk to them of fraudulent encashment.
- III. Investors holding shares in electronic form are requested to deal only with their respective depository participant or change of address, nomination facility, bank account number etc.
- IV. Electronic Clearing Service (ECS) helps in quick remittance of dividend without possible loss/delay in postal transit. Shareholders, who have not earlier availed this facility, are requested to register their ECS details with the share transfer agent or their respective Depository Participants.
- V. Shareholders who have multiple folios in identical names, are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.

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

Place: New Delhi  
Date: August 14, 2023

Amit Anand  
Managing Director  
DIN: 00951321

Prem Anand  
Director & Chairperson  
DIN: 00951873

# CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE

To,  
THE MEMBERS,  
**APIS INDIA LIMITED**  
**CIN-L51900DL1983PLC164048**  
18/32, East Patel Nagar,  
New Delhi 110008

1. This report contains details of compliance of conditions of corporate governance by **Apis India Limited** ('the Company') for the year ended 31st March, 2023 as stipulated in regulation 17-27, clause (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') pursuant to Listing Agreement of the Company with Stock Exchanges.

## **Management's Responsibility for compliance with the conditions of Listing Regulations**

2. The compliance with the terms and conditions contained in the corporate governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents.

## **Our Responsibility**

3. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2023.
5. We conducted our examination in accordance with the Guidance Note on Corporate Governance Certificate issued by the Institute of Company Secretaries of India (ICSI).

## **Opinion**

6. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
7. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

## **Restriction on use**

8. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Anand Nimesh & Associates**  
**Company Secretaries**

**Anand Kumar Singh**  
**Partner**  
**Membership No. F10812**  
**COP No: 9404**  
**UDIN: F010812D000635040**

**Place: New Delhi**  
**Date: 16/07/2023**



# COMPLIANCE CERTIFICATE TO THE BOARD PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To  
Board of Directors  
**APIS India Limited**

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of APIS India Limited (the Company) hereby certify for the financial year ended 31st March, 2023 that:-

- a) We have reviewed IND AS financial statements and the cash flow statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. That no instances of significant fraud have come to our notice.

Date: May 30, 2023  
Place: New Delhi

For APIS India Limited

Amit Anand  
(Managing Director)

For APIS India Limited

Manisha Anand  
(Chief Financial Officer)

# **DECLARATION BY CHIEF EXECUTIVE OFFICER UNDER PARA D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REGARDING THE COMPLIANCE WITH CODE OF CONDUCT**

To  
The Members of  
**APIS India Limited**

I, Amit Anand, Managing Director of the Company, hereby certify that the members of the Board of Directors and the Senior Management Personnel have affirmed the compliance with the code of Code of Conduct adopted by the Company for the financial year ending 31<sup>ST</sup> March, 2023 in terms of Regulation 34(3) of Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

For **APIS India Limited**

Place: New Delhi  
Date: August 14, 2023

**Amit Anand**  
(Managing Director)  
DIN: 00951321

# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
THE MEMBERS,  
**APIS INDIA LIMITED**  
18/32, East Patel Nagar,  
New Delhi 110008

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **APIS India Limited**, having **CIN L51900DL1983PLC164048** and having registered office at 18/32, East Patel Nagar, New Delhi-110008 (hereinafter referred to as 'the Company'), and as produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the **Financial Year ending on 31st March, 2023** have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No	Name of Director	DIN No	Date of Appointment in Company
1.	Mr. Amit Anand	00951321	01/03/2018
2.	Mr. Vimal Anand	00951380	27/10/2006
3.	Mrs. Prem Anand	00951873	31/01/2019
4.	Mr. Sushil Gupta	01549211	16/07/2007
5.	Mr. Karan Ahooja	02688727	16/06/2009
6.	Mrs. Sunita Chaddha	03398434	08/12/2010
7.	Mrs. Naveen Kumar*	09526920	22/03/2022

\*Mr. Naveen Kumar was resigned from the post of directorship of the Company w.e.f January 31, 2023

For Anand Nimesh & Associates  
Company Secretaries

Place: New Delhi  
Date: 03/08/2023

Anand Kumar Singh  
(Partner)  
M. No: F10812  
COP No: 9404  
UDIN: F010812E000731389



# MANAGEMENT DISCUSSION AND ANALYSIS

## 1. INDUSTRY STRUCTURE AND DEVELOPMENTS

Being into the business of rearing and hiving honey bees for the purpose of generation and export of honey the Company basically carries on the business of apiculture and falls in the Agricultural Industry. The Companies operated in an unexplored apiculture market and focused for bright growth opportunities in future.

### GLOBAL ECONOMY

The world economy in 2022-23 faced high uncertainty due to the continued impact of adverse events of the last three years— notably the COVID-19 pandemic and Russia's invasion of Ukraine. Inflation rates have skyrocketed to multi-decade highs in many countries, causing central banks to raise interest rates and slow down economic activity to bring inflation back to their targets. In early 2023, the world economy had started showing signs of stabilizing after the adverse shocks of the previous year, but this progress was disrupted by recent financial sector disturbances. Some financial institutions that relied heavily on low interest rates have been caught off guard by the rapid pace of rate increases, causing financial stress and raising concerns about stability. In such a scenario, the world economy saw growth of 3.4% with Advanced Economies growing at 2.7% and Emerging Markets posting an increase of 4% 2022 (Source: IMF World Economic Outlook April 2023).

Returning to the growth rate as seen before the series of shocks that hit the world in 2022 and the recent financial sector disruptions is becoming increasingly difficult. The tightening of global financial conditions is further hindering the recovery process, resulting in slower income growth and increased unemployment in several economies. Consequently, the outlook for economic growth in the medium term seems less optimistic. As a result, IMF has forecasted growth to fall to 2.8% in 2023 before rising to 3.0% in 2024, which is still lower than the 3.4% growth seen in 2022.

### INDIAN ECONOMY

Driven by the pent-up demand, wide spread

vaccination coverage, rising employment and substantially higher private consumption, India recovered from repeated waves of COVID-19 pandemic shock to overtake the UK and become the fifth-largest economy in the first quarter of FY 2022-23. However, with the global economy entering a phase of severe slowdown, India could not remain insulated from these developments. As the year progressed, India's economic growth slowed and dropped to 4.4% in the October-December quarter from 6.3% in July- September. The slowdown resulted from an easing of pent-up pandemic-era demand, continuing weakness in the manufacturing sector, and the fading of the pandemic's low base effect. But in the fourth quarter, India's economic growth accelerated to 6.1%, boosted by government and private capital spending. This has resulted in full year growth of 7.2%, a level that makes it the world's fastest-growing major economy.

Despite the headwinds, India emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong growth trajectory.

### Outlook

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With more than 100 unicorns valued at US \$332.7 Billion, India has the third-largest unicorn base in the world. The government is also focusing on renewable sources to generate energy and is planning to achieve 40% of its energy from non-fossil sources by 2030. The increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers for the economy.

### INDIAN FMCG SECTOR

The Consumer Packaged Goods (CPG), or Fast-Moving Consumer Goods (FMCG), industry in India is one of the main drivers of the Indian economy. This sector has been reporting good growth even during the COVID years, when most other industries were reeling under a demand crunch, riding on strong consumer

shift in favour of food products. While the sector continued to move forward on the growth track in the new fiscal, the operating environment turned challenging as the year progressed, marked by unprecedented inflation and its consequential impact on consumption. The frequent price increases and an overall slump in economic activity put pressure on the purchasing power of consumers particularly in Rural India. The Central bank's decision to increase interest rates during the quarter to tame Inflation added to the slowdown. Volume growths were heavily impacted by high rates of inflation.

The slump was more pronounced in the heartland or rural India where consumers downgraded to affordable and lower priced packs, and rural growth rates remained below urban growths for all four quarters of the year. The emergence of new-age channels like Modern trade and e-Commerce helped urban markets report strong growth even as traditional channels witnessed a slight slowdown.

Despite near term consumption pressure, there are some green shoots which are emerging such as moderating inflation, improving consumer confidence and increase in government spending. This should help revive demand and drive consumption of consumer goods in the future.

## **2. OPPOTUNITIES AND THREATS**

There is a huge opportunities for honey market to grow in India because of availability of raw material and other incentives provided by the Government. The opportunity in honey product will remain high considering enhanced demand in the international market as well as increase in consumption of domestic market. In India there is ample opportunity for new Retail food business taken up by the company as being increase in per capita income and growing spending on leisure activities.

Due to inflationary pressures, the fluctuation in prices of raw material and high prices of packing material will remain a major threat for honey market. But your Company is taking steps by negotiating with the buyers to get the requisite prices. In the Retail Food Division the product category being new in India, Company has to establish it among consumers and match the Taste preference of customers.

Fluctuation in Foreign Currency rates may result into both opportunity and threat for us since your Company is predominantly is Export oriented.

## **3. OUTLOOK**

The Company will continue to explore the honey market as a whole and even aims at business expansion and exploration of unhidden areas of work.

## **4. RISK AND CONCERNS**

Due to Increase in demand for the Raw Honey there might be an increase in the price of Raw Material which in turn might affect the margins of the company. The Competition is expected to be more aggressive driving the price pressures. Uncertainty in global economic growth coupled with inflationary pressures might impact the growth of the Company. For its Food division company has to compete with already well established Food chain operators and make a niche for its product in the highly competitive market.

## **5. RISK MANAGEMENT:**

Your Company has laid down procedures to inform the Board members about the risk assessment and risk minimization procedures. The Company is exposed to risk from foreign exchange and price risks.

### **Foreign Exchange Risk**

The Company's policy is to actively manage its long term foreign exchange risk within the framework laid down by the Board. A Volatile dollar rate is always a threat for the business but the Company had minimized such risk by taking dollar based fund facilities from Banks.

### **Price Risk**

There is substantial increase in Raw Material Prices. But your Company is continuously negotiating with the existing vendors to get the requisite price hike.

## **6. INTERNAL CONTROL & THEIR ADEQUACY:**

Your Company believes in formulating adequate and effective internal control system and implementing the same to ensure the protection against misuse or loss of assets and

interest of the Company are safeguarded and reliability of the accounting data and accuracy are ensure with proper checks and balances.

The Audit Committee meets periodically reviews the effectiveness and suggests improvement for strengthening them. The culture of self-governance and internal control sustained through varied set of activities including well defined policies and self-certification on adherence to the policies and procedure. Good governance, sound internal controls forms the habitat in this environment.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically appraised of the internal audit findings and corrective action taken.

**7. SEGMENT WISE PERFORMANCE**

Segment wise reporting is not applicable to the Company for the year 2022-23.

**8. FINANCIAL OPERATION AND PERFORMANCE:**

In the current year, your Company has been successfully achieved the Standalone Net Sales of ₹ 33,196.96 Lakh as compare to previous year ₹ 29,522.37 Lakh. The Company’s Exports of ₹ 15,849.12 Lakhs as compare to previous year ₹ 12,944.38 Lakhs during the year under review.

During the year, Company’s profit before tax has amounted to ₹ 1375.66 Lakh (previous year ₹ 982.41 Lakh). Earnings per share were ₹ 14.93 as compared to ₹ 10.51 for the previous year.

**Table: 1: Consolidated Income Statement Summary**

All figures are in ₹ Lacs, unless otherwise stated	FY 2022-23	FY 2021-22	Growth % (Y-o-Y)
Net Sales	33,198.97	29,524.72	12.4
Other operating Income	-	-	-
Revenue from operations	33,198.97	29,524.72	12.4
Material Cost	21,512.38	19,683.11	9.3
% of Revenue from Operations	64.80	66.67	
Employee expense	1,886.39	1,873.46	0.7

% of Revenue from Operations	5.68	6.35	
Advertisement and publicity	1,965.47	2,399.76	-18.10
% of Revenue from Operations	5.92	8.13	
Other Expenses	4,420.79	4,543.43	-2.70
% of Revenue from Operations	13.32	15.39	
Operating Profit	3,413.95	1,024.45	233.10
% of Revenue from Operations	10.28	3.47	
Other Non-Operating Income	0.61	4.18	
EBITDA	2,330.49	1,929.26	20.80
% of Revenue from Operations	7.02	6.53	
Finance Costs	742.44	727.43	2.10
Depreciation & Amortization	274.71	287.33	-4.40
Profit Before Tax (PBT)	1,313.35	914.50	43.60
Share of profit / (loss) of joint venture	1,089.29	235.61	
Exceptional item(s)	24.18	-57.45	
Tax Expenses	565.29	331.93	70.30
Minority Interest – Profit/ (Loss)	-	-	
PAT (After Minority Int.)	1,825.34	798.17	128.70
% of Revenue from Operations	5.50	2.70	

**Table. 2: The key ratios arising out of the Company’s performance comprised:**

All figures are in ₹ Lacs, unless otherwise stated	FY 2022-23	FY 2021-22	% Change
Inventory Turnover Ratio	2.22	1.74	27.65
Debtor Turnover Ratio	4.06	4.10	-1.07
Creditor Turnover Ratio	3.20	3.07	4.43
Interest Coverage Ratio	2.84	2.75	3.10
Current Ratio	1.54	1.47	5.04
Debt Equity Ratio	0.71	1.08	-33.92
Operating Profit Margin (%)	10.28	3.47	196.22
Net Profit Margin ratio (%)	2.40	2.16	11.55
Return on Net Worth	19.35	16.63	16.39

**Inventory Turnover Ratio**

Inventory Turnover Ratio saw an improvement from 1.74 in FY 2021-22 to 2.22 in FY 2022-23, due to seasonality of Honey and dates.



**Debtor Turnover Ratio**

Debtor Turnover Ratio saw a decline from 4.10 in FY 2021-22 to 4.06 in FY 2022-23, due to timely realization of payment from the debtor.

**Creditor Turnover Ratio**

Creditor Turnover Ratio saw an improvement from 3.07 in FY 2021-22 to 3.20 in FY 2022-23, due to purchase of seasonal product of Honey and dates to capture market the time of realization and full of stock.

**Interest Coverage Ratio**

Interest Coverage Ratio saw a improve from 2.75 in FY 2021-22 to 2.84 in FY 2022-23, due to effective utilization of working capital requirement.

**Current Ratio**

Current Ratio saw a improvement from 1.47 in FY 2021-22 to 1.54 in FY 2022-23, due to repayment/decrease in the current liability of the Company.

**Debt Equity Ratio**

Debt Equity saw decline from 1.08 in FY 2021-22 to 0.71 in FY 2022-23, due to decreases/repayment in the debt of the Company.

**Operating Profit Margin**

EBITDA in FY 2023 stood at ₹ 2330.49 Lakh registering a 20.80% growth over ₹ 1929.26 Lakh in FY 2022. In terms of percentage to revenue to operations it stood at 7.02% in FY 2023 against 6.53% in FY 2022. The increase was mainly due to reduction in operational and administrative expenses, which was temporary in nature.

**Net Profit Margin**

Profit after Tax was at ₹ 1825.34 Lakh against ₹ 798.17, a growth of 128.70% over previous year. Net margins stood at 5.50% in FY 2023 against 2.70% in FY 2022, due to increase in sale and reduction in operational and administration expenses.

**Employee expenses**

Personnel expenses has slightly decline by 5.68% of revenue from operations in FY 2022-

23. Total cost stood at ₹ 1886.39 Lakh in FY 2023 against ₹ 1873.46 Lakh for FY 2022, the increase was due to retrenchment & operational and administration expenses.

**Return on Net Worth**

Return on Net Worth increased on account of strong growth in profit after tax during the year.

The company's has generated profit after tax ₹ 1825.34 Lakh in the FY 2022-23 as compare to ₹ 798.17 in the FY 2021-22. .

**9. STRENGTH**

Core competency in the unexplored market segment and huge growth prospects in honey and honey related products marks the strength of the Company's product.

**10. INDUSTRIAL RELATIONS AND HUMAN RESOURCE MANAGEMENT:**

In an ever-increasing competitive and challenging world, Apis India continues to focus on its 'people pillar' as a key to achieve its core objective of sustainable growth and social objectives. The Company acknowledges the role of the Human Resource (HR) community as a strategic business partner in the organization and continues to invest in a wide variety of HR activities.

During the year under review, the Company continued with its HR strategy and a sharp focus on the following themes:

**Employee Engagement**

With 'One Family' as one of the core values of the Company, it actively engages with the employees at all levels. The Company looks at engagement as beyond the traditional event-based engagement programmes and at a holistic engagement initiative where the endeavor is to provide clear job knowledge; clarity about the scope of opportunities (both horizontal and vertical); an environment, which promotes learning and sharing; open communication and others. The Company endeavors to provide an engaging environment by ensuring that the above parameters are met. A robust Internal Job Posting system ensures that employees are aware of available prospects. The leadership team actively participates in the quarterly 'town

halls' as it answers any and every questions from the employees. Finally, each location has a list of events to continuously engage with the employees and, at times, their families as well. The Hungary plant has a regular programme for employees and their family members called 'Family Factory Visit' and gives an opportunity to the closest relatives of the employees to visit the plant. The Indian plants held various events like festival celebrations, Women's Day celebrations, running and wellness programmes and others.

### Performance Management

The performance management process, 'Horizon', completed its third annual cycle. The Company's performance management system gives ample opportunities to each employee to discuss not only about the performance but also the opportunities available in the organization.

### Talent Management

In an increasingly competitive world, talent management has become a key focus area for the HR function in the organisation. The Company actively endeavors that its employees look at job enlargement and rotation opportunities. For the Company, supporting such a journey is a win-win

arrangement wherein employees discover avenues of growth and the organisation can leverage well-inducted candidates with a deep understanding of its business and culture. Multiple people across the organisation were given the opportunity to work in new functions or move to a new location.

As on March 31, 2023, in all there were 189 employees on the rolls of the Company. Industrial relations situation in units of the Company continued to be cordial and peaceful.

## 11. CAUTIONARY STATEMENT:

*Statement in this report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Although we believe our expectations are based on reasonable assumptions, these forward-looking statements may be influenced by numerous risks and uncertainties which includes raw material availability, prices, cyclical demand and changes in government regulation, tax regimes and other incidental factors that could cause actual outcomes and results to be materially different from those expressed or implied.*

# INDEPENDENT AUDITOR'S REPORT

To

The Members of  
**APIS India Limited**  
 18/32, East Patel Nagar,  
 New Delhi-110008

## I. REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### 1. OPINION

A. We have audited the accompanying Standalone Financial Statements of APIS India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### 2. BASIS FOR OPINION

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our

report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

### 3. EMPHASIS OF MATTERS

We draw the attention on the trade receivables amounting to Rs. 211.89 Lakhs which is classified as disputed trade receivables-considered good. Management made a provision of expected credit loss on for Rs. 42.38 lakhs on their foreign debtors that is under disputed trade receivables. However, as explain to us, management is in position to recover the amount and same is also covered under ECGC.

Further, the delays in receipt of proceeds denominated in foreign currency against export of goods made by the Company to its overseas customers aggregating to 309.87 Lakhs as on 31 March 2023, beyond the timelines stipulated under the Foreign Exchange Management Act, 1999. The management of the Company has filed the necessary applications with the appropriate authority for condonation of such delays to regularize the default. Pending condonation of such delay by the appropriate authority, management is of the view that the possible penalties that may believe are currently unascertainable but would not be material and accordingly, no consequential adjustments have been made to the accompanying statement with respect to such delay/default.

Further, we draw the attention on to the standalone financial statements, board directors of the company at their meeting held on Thursday, May 30, 2019 approved a Comprehensive Scheme of Amalgamation of APIS Natural Products Private Limited ('APIS Natural') and Modern Herbals Private Limited ('Modern Herbals') with APIS India Limited (herein after referred to 'APIS India' or the 'Company'), and their respective



shareholders and creditors (hereinafter referred to as the 'scheme'), under section 230 to 232 read with section 66 and other applicable provisions, if any, of the companies Act, 2013, including any statutory modification(S) thereto or re-enactment(s) thereof, placed before them.

Subsequently, the Company filed the applications in terms of regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges and SEBI for their 'No Observation Letter' to the scheme. The company received 'No objection letter' from Stock Exchange i.e. BSE Limited (BSE) received vide their letter dated 18th September, 2019. The company had filed its Second motion application before National Company Law Tribunal Bench (NCLT), New Delhi Bench for approval of scheme for approval of scheme, the hearing will be schedule on 1st July 2022.

Further, we draw the attention that the Hon'ble NCLT, Delhi Bench has granted the amalgamation of Apis Natural, Modern Herbal with Apis India Limited as on 16th January, 2023

Our opinion is not modified in respect of the above.

#### 4. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matters to be described as key audit matters.

#### 5. INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information to the extent applicable, but does not include the Standalone Financial Statements and

our auditor's report thereon. Our opinion on the standalone financial statements does not over the other information and we do not express any form of assurance conclusion thereon.

- B. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### 6. MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

- A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

- B. In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
- C. The Board of Directors is responsible for overseeing the Company's financial reporting process.

## **7. AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**

- A. Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.
- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit we also :
  - (i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve

collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- (ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

- C. Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.
- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- B. In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept by the Company so far as it appears from our examination of those books.
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the aforesaid standalone financial statements.
- D. In our opinion, the aforesaid standalone financial statements comply with the "Ind-As" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- E. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act
- F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure "A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

## II. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by Section 143(3) of the Act, based on our audit report we report that:



- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company have pending litigations in various matter as reported in **Note 30** for which management cannot estimate the impact on its financial position and shown as contingent liability.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. a. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or

in any other person or entity, including foreign entity ("Intermediaries"), With the understanding whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries;

- b. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by company from any person or entity, including foreign entity ("Funding parties"), with the understanding, whether recorded in writing or otherwise, that the company shall. Whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party ("Ultimate Beneficiaries") or provide any guarantee, Security or the like on behalf of Ultimate Beneficiaries;
- c. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the

representations under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.

- v. During the year, company has declared or paid dividend on preference shares during the year which is in compliance with section 123 of the Companies Act, 2013.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in

**"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

**For G A M S & Associates LLP  
(Chartered Accountants)  
FRN ON500094**

**CA Anil Gupta  
(Partner)  
M. No. 088218**

**Date: May 30, 2023  
Place: New Delhi  
UDIN: 23088218BGWJXB5674**

# ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

**(Referred to in 1(f) under ‘Report on Other Legal and Regulatory Requirements’ Section of our reports to the Members of APIS India Limited of even date)**

## **REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 SECTION 143 OF THE COMPANIES ACT, 2013 (‘THE ACT’)**

We have audited the internal Financial Controls over financial reporting of (“the Company”) as at March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **AUDITOR’S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note

require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our audit opinion on the Company’s internal financial controls system over financial reporting.

### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls

over financial reporting were operating effectively as at 31st March 2022, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For G A M S & Associates LLP**  
**Chartered Accountants**  
**FRN 500094**

**CA Anil Gupta**  
**(Partner)**  
**M. No. 088218**

**Date: May 30, 2023**  
**Place: New Delhi**  
**UDIN: 23088218BGWJXB5674**



# ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal & Regulatory Requirements' section of our report to the Members of Apis India Limited of even date)

## Pursuant to Companies (Auditors Report) Order 2020

To the best of our information and according to the explanations provided to us by the company and the books of accounts and records examined by us in the normal course of Audit, we state that:

- i) a) • The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment on the basis of available information.
- The Company has maintaining proper records showing full particulars of intangible assets
- b) As explained to us, the fixed assets have been physically verified by the management during the year at reasonable intervals having regard to the size of the company and nature of its business. No material discrepancies were noticed on such physical verification.
- c) As explained to us, title deeds of all the immovable properties (other than leased assets) disclosed in the financial statements are held in the name of the company.
- d) The Company has not revalued any of its Property, plant and Equipment's and Intangible assets during the year.
- e) No proceedings have been initiated during the year or are pending against the company as at 31st March, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) a) a. As explained to us, physical verification has been conducted at reasonable intervals by management through independent consultants and internal auditor.
- b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Quarterly returns or statements filed by the company with such bank or financial institution are in agreements with the books of account of the company.
- iii) The Company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Act during the year. Accordingly the provisions of clause 3(iii) (a) to (f) of the Order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013, in respect of loans, investments, guarantees, and security.
- v) The company has not accepted any deposit or amounts which are deemed to be deposits and hence the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable. Hence, reporting under 3(v) of the order is not applicable.
- vi) As informed to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, in respect of the activities carried on by the company.
- vii) a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including provident fund, Employees State Insurance, Income-Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Services Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2023 for a period of more than

six months from the date on when they become payable

- b) According to the information and explanations given to us, dues in respect of service tax, value added tax, income tax, and duty of excise, which have not been deposited as at 31 March 2023 on account of any dispute are given below:

Name of the Statute	Nature of dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where dispute is pending	Present status as the on the date of this Report
Custom Duty (PNB) Appeal	Custom	11,46,607.00	2009-10	Custom	case pending for hearing- Appeal
Sale tax demand Under Appeal 2009-10	Indirect Tax	41,54,778.00	2009-10	VAT	case pending for hearing- Appeal
Sale tax Refund due AY 2008-09	Indirect Tax	27,94,105.00	2007-08	VAT	case pending for hearing- Appeal
Contingent Liability for VAT (notice No. 001295)	Indirect Tax	5,93,17,831.00	2016-17	VAT	case pending for hearing- Appeal
Contingent Liability for VAT (notice No. 001296)	Indirect Tax	62,17,655.00	2016-17	VAT	case pending for hearing- Appeal
Demand under income tax Act	Income tax	5,29,420.00	2019-20	CPC	Appeal Filled
Demand Raised	Income tax	17,70,910.00	2017-18	CPC	Appeal Filled
Demand Raised	Income tax	86,710.00	2017-18	CPC	Appeal Filled
Demand Raised	Income tax	98,30,115.00	2018-19	CPC	judgment was in our Favour but not updated portal
Demand Raised	Income tax	3,37,616.00	2012-13	CPC	Challan Correction was done paid on our behalf
Demand Raised	Income tax	1,71,890.00	2016-17	CPC	Appeal won
Demand Raised	Income tax	16,37,536.00	2020-21	CPC	Appeal Filled
Delhi VAT	VAT	130,394.00	2013-14	Delhi VAT	Yet to file Appeal
Delhi VAT	VAT	17,02,183.00	2015-16	Delhi VAT	Yet to file Appeal
Delhi VAT	VAT	31,83,157.00	-	Delhi VAT	Yet to file Appeal
Delhi VAT	VAT	5,56,420.00	2017-18	Delhi VAT	Yet to file Appeal

viii) There were no transactions relating to

previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act. 1961.

- ix) a) The Company has not defaulted in repayment of loans or other borrowings from any lender.
- b) The Company has not been declared willful defaulter by any bank or financial institution or government or government authority.
- c) The company has not taken any long term loan during the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- d) On an overall examination of the financial statements of the company, no funds were raised for short term by the company. Hence reporting under this clause is not applicable.
- e) On an overall examination of the financial statements of the company, the Company has not taken any funds from the entity or person on account of or to meet the obligations of its subsidiaries.
- f) The company has not raised any loans during the year and hence reporting of the clause 3(ix) (f) is not applicable.
- x) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised money by way of initial public offer or further public offer including debt instruments and term loans during the year. Also, Company has not made any preferential allotment or private placement of the shares or convertible debentures (fully or partly or optionally) during the year. Accordingly, the provisions of clause 3(x) of the order are not applicable to the company and hence not commented upon.
- xi) • Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- Also, there were no whistle blower complaints received by the company which could be considered while determining the Nature, Timing and Extent of the Audit procedures. hence,

- reporting under clause 3(xi) is not applicable.
- No report has been filed under section 143 (12) by the auditor during the year.
- xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company.
- xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv) a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of its business except the financial regularities reported in para (xi), matter specified in para (i) for property, plant and equipment and matter specified in para (ii) for inventory.
- b) We have considered the internal audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- xvi) (a) The Company is not registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The company has not conducted any Non-banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from Reserve bank of India Act, 1934;
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) There are no CIC as a part of the group.
- xvii) The company has not incurred Cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the company during the financial year.
- xix) On the basis of financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit reports indicating the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to future viability of the company. We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as they fall due.
- xx) The company has spent the amount on the fund specified in schedule VII to the companies act in compliance with Section 135(5) of the said act.
- xxi) Auditor of associate company i.e. Kapil Anand Agro Private Limited (“the Company or KAAPL”) in which wholly owned subsidiary company named Anantadrishti Smart India Private limited jointly holds 50% equity in the KAAPL and according to the Audit Report of KAAPL the land and building amounting to Rs. 248.18 lakhs held in the name of Director and promoter of the Company, however according the Auditor Report the Company has signed Sale Purchase Agreement with the Director and Shareholders and the Company is in the process of transfer of title deed in its name.

**For G A M S & Associates LLP  
(Chartered Accountants)  
FRN 500094**

**CA Anil Gupta  
(Partner)  
M. No. 088218**

**Date: May 30, 2023  
Place: New Delhi  
UDIN: 23088218BGWJXB5674**

# STANDALONE BALANCE SHEET

as at March 31, 20123

(₹ in lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment			
Tangible assets	3	1,121.85	1,235.80
Intangible assets	3	5.69	5.69
Capital work-in-progress	3	2.88	-
<b>Financial assets</b>			
Investments	4	35.36	35.36
Loans and advances	5	840.83	815.73
Lease asset		119.59	167.23
Other financial assets	6	1,804.76	864.64
Other non-current assets	7	148.54	143.54
Deferred tax asset (net)	8	-	80.33
<b>Total non-current assets</b>		<b>4,079.50</b>	<b>3,348.32</b>
<b>Current assets</b>			
Inventories	9	9,485.39	10,994.12
<b>Financial assets</b>			
Investments	4	6.18	6.37
Trade receivables	10	7,841.77	8,512.99
Cash and cash equivalents	11	118.74	240.68
Other financial assets	12	2.44	10.21
Other current assets	13	2,198.66	2,035.70
<b>Total Current Assets</b>		<b>19,653.18</b>	<b>21,800.08</b>
<b>Total Assets</b>		<b>23,732.69</b>	<b>25,148.40</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	14	551.01	551.01
Other equity		9,493.73	8,659.69
<b>Total equity</b>		<b>10,044.74</b>	<b>9,210.70</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	15	664.09	864.86
Lease liability		149.53	198.75
Provisions		73.78	10.43
Deferred tax liability (net)	9	43.68	-
<b>Total Non-Current Liabilities</b>		<b>931.08</b>	<b>1,074.05</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Borrowings	16	6,490.23	9,063.23
Trade payables	17	4,536.57	4,157.82
Other financial liabilities	18	974.32	695.49
Other current liabilities	19	676.47	576.12
Provisions	20	79.28	370.99
<b>Total Current Liabilities</b>		<b>12,756.87</b>	<b>14,863.66</b>
<b>Total equity and liabilities</b>		<b>23,732.69</b>	<b>25,148.40</b>

Accounting Policies &amp; Notes on Account.

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Notes forming part of the Standalone Financial Statements.

As per our report of even date attached.

## AS PER OUR REPORT OF EVEN DATE

For G A M S &amp; Associates, LLP

CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

Anil Gupta

(Partner)

Membership No: 088218

UDIN : 23088218BGWJXB5674

Date : May 30, 2023

Place : New Delhi

For and on Behalf of the Board of Directors

Prem Anand

(Director &amp; Chairperson)

DIN:00951873

Vimal Anand

(Director)

DIN: 00951380

Manisha Anand

(CFO)

Amit Anand

(Managing Director)

DIN: 00951321



# STATEMENT OF STANDALONE PROFIT AND LOSS

for the year ended March 31, 2023

(₹ in lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
<b>Income</b>			
Revenue from operations	21	33,196.96	29,522.37
Other income	22	169.05	140.15
<b>Total Income</b>		<b>33,366.01</b>	<b>29,662.53</b>
<b>Expenses</b>			
Cost of materials consumed	23	21,510.79	19,681.27
Changes in inventories of finished goods, traded goods and work-in-progress	24	1,184.54	(831.82)
Manufacturing expense	25	1,592.48	1,670.41
Employee benefits expense	26	1,886.39	1,873.46
Finance cost	27	748.10	727.43
Depreciation and amortization	28	274.71	287.33
Other expenses	29	4,793.36	5,272.03
<b>Total expenses</b>		<b>31,990.36</b>	<b>28,680.11</b>
<b>Profit before tax</b>		<b>1,375.66</b>	<b>982.41</b>
Less: Tax expense			
Current Tax		436.00	331.00
Deferred taxation		114.07	(14.21)
Tax adjustments of prior years (net)		15.22	9.16
Less: Expenditure on Corporate Social Responsibility		12.00	20.00
<b>Profit for the year</b>	<b>(a)</b>	<b>798.36</b>	<b>636.47</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to profit and loss			
Remeasurement of net defined benefit liability/asset		34.12	(81.05)
Deferred tax		(9.93)	23.60
<b>Other comprehensive income for the year, net of tax</b>	<b>(b)</b>	<b>24.18</b>	<b>(57.45)</b>
<b>Total comprehensive income for the year</b>	<b>(a+b)</b>	<b>822.54</b>	<b>579.02</b>
Earnings per equity share of face value of ₹ 10 (₹ 10) each			
- Basic & Diluted (in ₹)	36	14.93	10.51

**Accounting Policies & Notes on Account.**

1 -45

Notes forming part of the Standalone Financial Statements.

As per our report of even date attached.

**AS PER OUR REPORT OF EVEN DATE**

For G A M S &amp; Associates, LLP

CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

For and on Behalf of the Board of Directors

**Anil Gupta**

(Partner)

Membership No: 088218

UDIN : 23088218BGWJXB5674

**Prem Anand**

(Director &amp; Chairperson)

DIN:00951873

**Vimal Anand**

(Director)

DIN: 00951380

**Amit Anand**

(Managing Director)

DIN: 00951321

**Manisha Anand**

(CFO)

Date : May 30, 2023

Place : New Delhi

# STANDALONE CASH FLOW STATEMENT

as at March 31, 2023

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit / (Loss) before tax	1,375.66	982.41
<b>Adjustments for Non-Cash / Non- Operating items:</b>		
Depreciation & Amortization	227.07	242.38
Interest paid on loans considered separately	748.10	727.43
Interest, Dividend and Subsidy received considered separately	19.05	(42.08)
Reclassification	(0.57)	(14.00)
Capital reserve	12.06	5.98
Prior period short term provision	-	46.92
Expenses on CSR	(12.00)	(20.00)
<b>Operating profit before Working Capital changes</b>	<b>2,369.35</b>	<b>1,929.04</b>
(Increase) / Decrease in Inventory	1,508.73	(276.54)
(Increase) / Decrease Sundry Debtors	671.22	(2,637.48)
(Increase) / Decrease Other financial asset	7.77	35.77
(Increase) / Decrease Other Current Assets	(162.96)	876.19
(Increase) / Decrease current investment	0.20	(0.88)
Increase / (Decrease) Trade Payables	378.74	188.63
Increase / (Decrease) Short Term Borrowings	(2,572.99)	2,107.11
Increase / (Decrease) Other financial Liabilities	278.83	(222.49)
Increase / (Decrease) Provision	(104.35)	132.58
Remeasurement of net defined benefit liability	24.18	(57.45)
Increase / (Decrease) Other current Liabilities	100.35	(680.38)
<b>Cash generated from Operations</b>	<b>2,499.07</b>	<b>1,394.09</b>
Tax paid (including taxes deducted at source)	565.29	325.95
<b>NET CASH GENERATED IN OPERATING AVTITVITIES (A)</b>	<b>1933.78</b>	<b>1,068.14</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Loan and advances	(25.10)	4.13
Other financial asset	(940.12)	(260.37)
Purchase of Fixed Assests	(183.11)	(271.87)
Proceeds from Sale of Fixed Assets	70.00	-
Other non current asset	(5.00)	(13.37)
Non current investment	-	(1.00)
Lease asset	47.64	44.95
Capital work-in-progress	(2.88)	144.78
Interest, Dividend and Subsidy received	(19.05)	42.08
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES (B)</b>	<b>(1,057.62)</b>	<b>(310.69)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Interest paid	(748.10)	(727.43)
Increase/ (Decrease) in Term Loan From Bank	(200.77)	151.71
Lease liability	(49.22)	(41.81)
<b>NET CASH GENERATED IN FINANCIAL AVTITVITIES (C)</b>	<b>(998.09)</b>	<b>(617.54)</b>
<b>Net Cash Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(121.93)</b>	<b>139.93</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>240.68</b>	<b>100.75</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>118.74</b>	<b>240.68</b>

Accounting Policies &amp; Notes on Account.

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Notes forming part of the Standalone Financial Statements.

As per our report of even date attached.

AS PER OUR REPORT OF EVEN DATE

For G A M S &amp; Associates, LLP

CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

For and on Behalf of the Board of Directors

Anil Gupta

(Partner)

Membership No: 088218

UDIN : 23088218BGWJXB5674

Prem Anand

(Director &amp; Chairperson)

DIN:00951873

Vimal Anand

(Director)

DIN: 00951380

Amit Anand

(Managing Director)

DIN: 00951321

Manisha Anand

(CFO)

Date : May 30, 2023

Place : New Delhi

# STATEMENT ON CHANGES IN OTHER EQUITY

as at March 31, 2023

**A) Equity Share Capital**

(₹ in Lakhs)

**(i) Current reporting period**

Statement of changes in equity share capital as on March 31, 2023

Particulars	Balance at the beginning of the current reporting period	Changes in equity share capital due to prior period errors	Restated at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Authorised	1270.00	-	-	60.00 <sup>^</sup>	1330.00
Issued and subscribed	551.01	-	-	-	551.01
Paid up	551.01	-	-	-	551.01

<sup>^</sup>Due to Hon'ble NCLT order dated 16-01-2023.

**(ii) Previous reporting period**

Statement of changes in equity share capital as on March 31, 2022

Particulars	Balance at the beginning of the current reporting period	Changes in equity share capital due to prior period errors	Restated at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Authorised	1270.00	-	-	-	1270.00
Issued and subscribed	551.01	-	-	-	551.01
Paid up	551.01	-	-	-	551.01

**B) Other Equity**

**(i) Current reporting period**

(₹ in Lakhs)

Particulars	Reserve and surplus		Retained Earning	Other comprehensive income	Total equity attributable to equity holders of Company
	Capital Reserve	Securities Premium Reserve			
Balance as at March 31, 2022	432.70	0.70	8,314.64	(88.35)	8,659.69
Reclassification	-	-	(0.57)	-	(0.57)
Additions during the year	12.06	-	798.36	24.18	834.60
Balance as at March 31, 2023	444.76	0.70	9,112.44	(64.17)	9,493.73

**(ii) Previous reporting period**

Particulars	Reserve and surplus		Retained Earning	Other comprehensive income	Total equity attributable to equity holders of Company
	Capital Reserve	Securities Premium Reserve			
Balance as at March 31, 2021	426.72	0.70	7,614.36	(30.90)	8,010.88
Reclassification	-	-	(6.77)	-	(6.77)
Effect of merger	-	-	23.66	-	23.66
Additions during the year	5.98	-	636.47	(57.45)	585.00
Prior period for short payment of gratuity	-	-	46.92	-	46.92
Balance as at March 31, 2022	432.70	0.70	8,314.64	(88.35)	8,659.69

Accounting Policies & Notes on Account.

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As per our report of even date attached.

**AS PER OUR REPORT OF EVEN DATE**

For G A M S & Associates, LLP

For and on Behalf of the Board of Directors

CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

Anil Gupta

(Partner)

Membership No: 088218

UDIN : 23088218BGWJXB5674

Date : May 30, 2023

Place : New Delhi

Prem Anand  
(Director & Chairperson)  
DIN:00951873

Vimal Anand  
(Director)  
DIN: 00951380

Amit Anand  
(Managing Director)  
DIN: 00951321

Manisha Anand  
(CFO)

# NOTES FORMING PART OF STANDALONE AUDITED FINANCIAL STATEMENTS

## CORPORATE INFORMATION

APIS India Limited (the Company) was incorporated on March 22, 1983 as a public limited Company under the provisions of Companies Act, 1956, vide Company Identification Number L51900DL1983PLC164048. The registered office of the Company is situated at Delhi. The Company is a market leader in the honey processing business having unit at Roorkee (Uttarakhand). The Company has its presence in domestic as well as in International market.

The scheme of amalgamation and arrangement between the Company, APIS Natural Products Private Limited and Modern Herbals Private Limited became effective on 01/04/2019. Upon implementation of the scheme, the aforesaid two companies merged into the Company on a going concern basis.

The financial statements for the year ended March 31, 2023, are approved by the Board of Directors and authorised for issue on May 30, 2023.

## 1 BASIS OF PREPARATION AND PRESENTATION

### 1.1 STATEMENT OF COMPLIANCE

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, the provisions of the Companies Act, 2013 (the Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and the relevant amendment rules issued thereafter.

### 1.2 ACCOUNTING CONVENTIONS

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### 1.3 OPERATING CYCLE

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## 2 MERGER OF APIS NATURAL PRODUCTS PRIVATE LIMITED AND MODERN HERBALS PRIVATE LIMITED WITH THE COMPANY

APIS India Limited, APIS Natural Products Private Limited (hereinafter called 'APIS Natural') and Modern Herbals Private Limited (hereinafter called 'Modern Herbals') and their respective shareholders and creditors entered into a scheme of amalgamation and arrangement (under Section 230 to 232 and other applicable provisions of the Companies Act, 2013) ('Scheme'). The Scheme has received requisite approvals from Competition Commission of India, Securities Exchange Board of India through BSE Limited. The Company has also received approval from National Company Law Tribunal ('NCLT') on 16/01/2023. Furthermore, the Company has filed the certified copy of the NCLT order with the Registrar of Companies on 13/04/2023, i.e., the effective date of merger.

In compliance with the Scheme, 59,220 fully paid up equity shares were issued to the shareholders of APIS Natural and 1,43,820 fully paid up equity shares were issued to the shareholders of Modern Herbals which have been recorded at face value of Rs. 10 per share. Rs. 5,92,200 was paid to APIS Natural and Rs. 14,38,200 was paid to Modern Herbals by the Company.

As per Indian Accounting Standard (IND AS) 103 "Business combination", the company has accounted for such business combination using 'Pooling of Interest' method. Accordingly, all the assets, liabilities and reserves of APIS Natural and Modern Herbals have been



recorded at their carrying amounts and in the form in which they appeared in the financial statements as at the date of merger.

On the date of Scheme becoming effective, the Company has combined assets, liabilities and components of other equity of APIS Natural and Modern Herbals on line by line basis.

The carrying balances which have been added to the respective line items in the Balance Sheet of the company are as under:

	APIS Natural April 1, 2019	Modern Herbals April 1, 2019
<b>Assets</b>		
Fixed asset	887,000	1,846,922
Loan and advances		94,010
Cash and bank balance	5,982,670	6,776,623
	<b>6,869,670</b>	<b>8,717,555</b>
<b>Liabilities</b>		
Short term provision	58,711	31,969
Other current liabilities	7,500	7,500
	<b>66,211</b>	<b>39,469</b>
<b>Net worth</b>	<b>6,803,459</b>	<b>8,678,086</b>

The merger of APIS Natural and Modern Herbals has been accounted as per 'Pooling of interest' method according to which the identity of the reserves (of the transferors) shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Consequently, all the reserves of the transferors have been recorded at their respective book values and their identity has been preserved.

### 3 SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 USE OF ESTIMATES

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and

expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements

#### 3.2 PROPERTY PLANT & EQUIPMENT

- a) Property, plant and equipment are stated at cost net of taxes less accumulated depreciation and/or impairment loss, if any. All costs such as freight, non recoverable duties & taxes and other incidental expenses until the property, plant and equipment are ready for use, as intended by management and borrowing cost attributable to the qualifying property, plant and equipments are capitalized. Assets costing less than Rs. 5,000/- are fully depreciated in the year of purchase in merging unit.
- b) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.
- c) Capital work in progress represents expenditure incurred in respect of capital projects which are carried at cost. Cost includes land, related acquisition expenses, development and construction costs, borrowing costs and other direct expenditure.
- d) The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses

are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

- e) Depreciation on property, plant and equipment has been provided in accordance with written down value method and in the manner prescribed in Schedule II to the Companies Act, 2013.

Intangible assets, Brand Developments and Trademarks, have been amortised to their nominal values and used SLM method for amortisation of the assets and computer software, have been amortised to their nominal values and used WDV method for amortisation of the Assets.

- f) In respect of assets added/discharged during the year, depreciation is charged on pro-rata basis with reference to the month of addition/dischposal.
- g) Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

### 3.3 INTANGIBLE ASSET

Intangible assets are recognized as per the criteria specified in Indian Accounting Standard (Ind As) 38 "Intangible Assets" issued by the Ministry of Corporate Affairs, Government of India.

### 3.4 FINANCIAL INSTRUMENTS

#### Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair

value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

#### Subsequent measurement

##### *Financial assets carried at amortised cost*

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

#### Investment in associates

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Company's investment in its associates is accounted for using the equity method. Under the equity method, the investment in an associate is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Company share of net assets of the associate since the acquisition date. Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually.

#### Derecognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition in accordance with Ind AS 109 "Financial Instruments" issued by the Ministry of Corporate Affairs, Government of India. A financial liability (or a part of a

financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **3.5 IMPAIRMENT**

#### **Financial assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

#### **Non-financial assets**

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss, if there has been a change in the estimates used to determine the recoverable amount.

The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### **3.6 PROVISIONS**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognised but are disclosed by way of notes to the financial statements, after careful evaluation by the management of the facts and legal aspects of each matter involved. Contingent assets are neither recognised nor disclosed in the financial statements.

Contingent liabilities are assessed continually to determine whether an outflow of resources embodying the economic benefit has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as contingent liability, a provision is recognised in the financial statements of the period in which the change in probability occurs.

### **3.7 BORROWING COST**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets to the extent they relate to the period till such assets are ready to be put to use, while other borrowing costs are recognized as expenses in the year in which they are incurred. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

### 3.8 INVENTORIES

- i) Raw materials, consumables stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.

The costs of work in progress and finished goods include costs of raw material, conversion cost and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average/FIFO/specific identification, as applicable.

- ii) Scrap is valued at the net realisable value.

Net Realisable Value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

### 3.9 FOREIGN CURRENCY TRANSACTIONS

In preparing the financial statements of the Company, transactions in currencies other than the company's functional currency i.e. foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

### 4.0 TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

#### Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported

in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

#### Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

#### Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in



equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

## **5.00 REVENUE RECOGNITION**

### **(i) Revenue from contracts with customers**

Pursuant to the application of Ind AS-115, the Company has applied following accounting policy for revenue recognition:

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- a) The customer simultaneously receives and consumes the benefits provided by the Company's performance as the entity performs; or
- b) The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- c) The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations, where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue is recognised either at point of time and over a period to time based on various conditions as included in the contracts with customers.

### **(ii) Other**

- a) Sales are recognised on dispatch of goods except in the case of exports which are accounted for on the

date of custom clearance. However in some cases export is accounted on the terms of contract executed with respective customers.

- b) Interest income is recognized using effective interest method.
- c) Export benefits are recognised on accrual basis at the anticipated realisable value.
- d) Forfeiture due to non fulfilment of obligations by counter parties is accounted as Revenue on unconditional appropriation.
- e) Service receipts and interest from customers is accounted for on accrual basis.
- f) Divided income is recognised when the shareholder or unit holder's right to receive payment is established, which is generally when shareholder approve the dividend.
- g) Share of profit/loss from firm in which the Company is a partner is accounted for in the financial year ending on the date of the Balance Sheet.
- h) Interest on arrears of allotment money is accounted in the year of receipt.

## **5.01 OPERATING SEGMENT**

Operating segments are reported in the manner consistent with the internal reporting provided to the chief operating decision (CODM). The Chief financial officer of APIS India Limited has been identified as CODM and he is responsible for allocating the resources, assess the financial performance and position of the Company and makes strategic decisions.

The Company has identified one

reportable segment based on the information reviewed by the CODM.”

### 5.02 CASH FLOW STATEMENT

The Cash Flow Statement is prepared by the indirect method set out in Indian Accounting Standard-7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Company. The Company considers all highly liquid financial instruments, which are readily convertible into cash, to be cash equivalents.

### 5.03 EARNING PER SHARE

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### 5.04 FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or

financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### 5.05 FINANCIAL ASSETS

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

### 5.06 CURRENT VERSUS NON-CURRENT CLASSIFICATION

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle.
- ii) Held primarily for the purpose of trading.
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle.
- ii) It is held primarily for the purpose of trading.
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

**5.07 LEASES**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

**5.08 RECENT PRONOUNCEMENTS**

On March 23, 2022, the Ministry of Corporate Affairs (“MCA”) notified new standards or amendments to the existing standards under Companies (Indian

Accounting Standards) Rules as issued from time to time as below:

**Ind AS 16- Property, plant and equipment:**

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

**Ind AS 37- Provisions, Contingent liabilities and Contingent assets:**

The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that related directly to the contract’. Costs that related directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.

## NOTE 3 - STANDALONE PROPERTY, PLANT AND EQUIPMENT AS AT MARCH 31, 2023

Particulars	Tangible Assets								Intangible Assets			Capital work in progress
	Land	Building	Plant and Machinery	Furniture & Fixtures	Vehicles	Office Equipment	Computer	Total Tangible Assets	Computer Software	Franchisee Fee (Food Division)	Total Intangible Assets	
<b>Gross Block</b>												
Cost as at 31.03.2022	43.37	724.06	1,705.25	22.72	268.22	73.22	3.68	2,840.51	21.09	158.40	179.48	-
Reclassification				5.30	80.61	11.36	30.21	127.48				
Acquisition			62.59	2.84	38.20	3.21	6.50	113.34	-			2.88
Retirement/Transfer					70.00	-	-	70.00				
<b>Cost as at 31.03.2023</b>	<b>43.37</b>	<b>724.06</b>	<b>1,767.84</b>	<b>30.85</b>	<b>317.03</b>	<b>87.78</b>	<b>40.39</b>	<b>3,011.34</b>	<b>21.09</b>	<b>158.40</b>	<b>179.48</b>	<b>2.88</b>
<b>Depreciation Block</b>												
Dep.retire/Transfer	-	70.07	218.06	18.10	94.41	29.48	7.70	437.82	2.41	63.36	65.76	-
Dep. for year	-	21.24	104.90	3.27	24.50	7.90	3.56	165.37	1.42	15.84	17.26	-
Ajustmnet			9.44	13.43		1.95	4.19	29.01	1.44	-	1.44	
<b>Accum. Dep.as at 31.03.2022</b>	<b>-</b>	<b>322.47</b>	<b>1,037.72</b>	<b>22.37</b>	<b>161.48</b>	<b>64.14</b>	<b>1.84</b>	<b>1,610.01</b>	<b>15.40</b>	<b>158.40</b>	<b>173.79</b>	<b>-</b>
Reclassification					80.61	11.36	30.21	122.18				
<b>Dep. for year</b>	<b>-</b>	<b>40.68</b>	<b>129.73</b>	<b>2.06</b>	<b>47.78</b>	<b>3.48</b>	<b>3.33</b>	<b>227.07</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Adjustment					69.77	-	-	69.77				
<b>Accum. Dep.as at 31.03.2023</b>	<b>-</b>	<b>363.14</b>	<b>1,167.45</b>	<b>24.43</b>	<b>220.10</b>	<b>78.98</b>	<b>35.38</b>	<b>1,889.48</b>	<b>15.40</b>	<b>158.40</b>	<b>173.79</b>	<b>-</b>
<b>Net Block</b>												
Cost as at 31.03.2022	43.37	401.60	667.53	5.65	106.74	9.08	1.84	1,235.80	5.69	0.40	5.69	-
Cost as at 31.03.2023	43.37	360.92	600.39	6.42	96.93	8.80	5.01	1,121.85	5.69	0.00	5.69	2.88

Note : Depreciation % Changed based on Part "C" of Schedule II of Companies Act, 2013 applicable w.e.f.01.04.2014



**NOTES FORMING PART OF STANDALONE AUDITED FINANCIAL STATEMENTS**
**4. INVESTMENTS**

(₹ in lakhs)

Particulars	Note	March 31, 2023	March 31, 2022
<b>Non-current</b>			
In equity instruments-Unquoted^			
Subsidiary		2.00	2.00
Associate		33.36	33.36
	(a)	<b>35.36</b>	<b>35.36</b>
^ Refer to Note-4.1			
<b>Current</b>			
Investment in 40000-IDBI mutual funds		6.18	6.37
	(b)	<b>6.18</b>	<b>6.37</b>

**5. LOAN AND ADVANCES**

(₹ in lakhs)

Particulars	Note	March 31, 2023	March 31, 2022
<b>Non-current</b>			
Unsecured, considered good			
Security deposits^		113.47	86.43
Deferred Security		7.36	8.36
Advance recoverable in cash or in kind		-	0.94
Loans to related parties			
Subsidiaries		720.00	720.00
		<b>840.83</b>	<b>815.73</b>

^ Include deposit of ₹ 70 lakhs (₹ 70 lakhs) against rent is held with one of the Directors and his relative.

\*Note :

(a) Detail of loans or advances are granted to promoters, directors, KMPs and the related parties along with their percentages:

Type of borrower	Loans or advances in the nature of loan outstanding	% to the total loans and advances in the nature of loans
	Rs.	%
Related Party	720.00	100
Anatadrishti Smart India Private Limited		

**Note:** There are no loan and advances granted to promoters, directors and KMPs.

**6. OTHER FINANCIAL ASSETS**

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Non-current</b>		
Deposits with original maturity period of more than 12 months^	1,612.58	733.37
Interest receivable from related party	192.17	131.26
	<b>1,804.76</b>	<b>864.64</b>

^Fixed deposits amounting Rs.15.91 Crores held by various banks as a collateral security and remaining with government departments as security.

## Note No. 4.1 - Investments-Non Current

Name of the body corporate	Country of incorporation	INR/AED	Paid up value per share	Extent of holding		As at March 31, 2023		As at March 31, 2022	
				2022-23	2021-22	Shares	Amount	Shares	Amount
				₹/AED	%	%	Nos.	₹ in Lakhs	Nos.
In equity instruments (At cost)									
(Unquoted, fully paid up)									
<b>(a) In subsidiaries</b>									
Anantdrishti Smart India Private Limited	India	INR	10.00	100.00	100.00	10,000.00	1.00	10,000.00	1.00
Nature's Family Tree Foods Private Limited	India	INR	10.00	100.00	100.00	10,000.00	1.00	10,000.00	1.00
	<b>Total (i)</b>					<b>20,000.00</b>	<b>2.00</b>	<b>20,000.00</b>	<b>2.00</b>
<b>(b) In associates</b>									
Kapil Anand Agro Private Limited	India	INR	10	50	50	15319	1.53	15319	1.53
APIS Pure Foodstuff Trading LLC	Dubai	AED	1000	49	49	147	1.47	147	1.47
	<b>Total (ii)</b>					<b>15,466</b>	<b>3.00</b>	<b>15,466</b>	<b>3.00</b>
<b>Total ( i+ii)</b>						<b>35,466</b>	<b>5.00</b>	<b>35,466</b>	<b>5.00</b>

**7. OTHER NON-CURRENT ASSETS**

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Other advances		
Deposits with Government Authorities	148.54	143.54
	<b>148.54</b>	<b>143.54</b>

**8 DEFERED TAX ASSET (NET)**

(₹ in lakhs)

	March 31, 2023	March 31, 2022	(Charged)/ credited to the Other Comprehensive Income for the year ended March 31, 2023	(Charged)/ credited to the statement of Profit and Loss for the year ended March 31, 2023
	₹	₹	₹	₹
Deferred tax asset				
(a) Depreciation and amortisation	-	50.75	-	(50.75)
(b) Gratuity	-	5.98	-	(5.98)
(c) Remeasurement of employee benefit	22.05	23.60	-	(1.56)
Deferred tax liability				
(a) Depreciation and amortisation	55.79	-		55.79
(b) Gratuity	9.93	-	9.93	
(d) MAT credit entitlement	-	-	-	-
	<b>65.72</b>		<b>9.93</b>	<b>55.79</b>
Net deferred tax assets/(liability); (a)+(b)	<b>(43.68)</b>	<b>80.33</b>	<b>(9.93)</b>	<b>(114.07)</b>

**9. INVENTORIES**

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Raw material	5,207.09	4,815.88
Work in progress	82.06	304.03
Finished goods	3,725.76	4,688.32
Packing materials and consumable stores	470.48	1,185.89
	<b>9,485.39</b>	<b>10,994.12</b>

**10. TRADE RECEIVABLES**

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Current</b>		
Unsecured, considered good*	7,884.15	8,534.18
Less Expected Credit loss	(42.38)	(21.19)
	<b>7,841.77</b>	<b>8,512.99</b>

**Notes :**

- (a) Above balances of trade receivables include balances with related parties 617.48 477.19
- (b) Trade receivables are non-interest bearing.
- (c) Ageing for trade receivables-Billed-non current outstanding as at March 31, 2023, is as follows:

Sr. No.	Particulars	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Undisputed trade receivables – considered good	5,222.84 (7,334.69)	1,408.21 (467.47)	535.92 (202.85)	26.49 (108.65)	107.27 (208.63)	7,300.73 (8,322.29)
(ii)	Undisputed trade receivables – which have significant increase in credit risk	11.18 -	11.51 -	4.70 -	16.07 -	168.64 -	212.10 -
(iii)	Undisputed trade receivables – credit impaired	- -	- -	- -	- -	- -	- -
(iv)	Disputed trade receivables – considered good	20.52 -	- -	24.53 -	104.38 -	144.72 (211.89)	294.15 (211.89)
	Expected credit loss	- -	- -	- -	- -	42.38 (21.19)	42.38 (21.19)
(v)	Disputed trade receivables–which have significant increase in credit risk	3.12 -	1.87 -	1.18 -	28.62 -	- -	34.78 -
(vi)	Disputed trade receivables – credit impaired	- -	- -	- -	- -	- -	- -

**11. CASH AND CASH EQUIVALENTS**

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Balances with Banks		
On current accounts	45.88	186.15
Cash in hand	72.86	54.54
	<b>118.74</b>	<b>240.68</b>

**12. OTHER FINANCIAL ASSETS**

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Unsecured, considered good		
Interest accrued on investments and fixed deposits	2.44	10.21
	<b>2.44</b>	<b>10.21</b>

**13. OTHER CURRENT ASSETS**

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
Unsecured, considered good		
Advances to suppliers	305.46	682.38
Input receivable from Government authorities	1,781.29	1,268.99
Prepaid expenses	37.53	19.43
Others	74.39	64.89
	<b>2,198.66</b>	<b>2,035.70</b>

**14. SHARE CAPITAL**

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Authoried<sup>^</sup></b>		
1,33,00,000 (92,00,000) equity shares of ₹ 10 (₹ 10) each	1,330.00	1,330.00
3,50,000 (3,50,000) 4% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 100 (₹ 100)	-	-



^ The Company has received an order from Hon'ble National Company Law Tribunal (NCLT), Delhi Bench and as per order dated 16/01/2023 the Authorised Share Capital of Apis Natural Products Privat Limited ("Transfor Co-1") and Modern Herbals Private Limited ("Transfor Co-2") has been merged with Apis India Limited ("Transfree Company) and the preference share capital has been cancelled and is being the part of Authorised share capital of Apis India Limited. According the the Scheme of Amalgamation approved by Hon'ble NCLT the appointed date is 01/04/2019 and the Company has taken effect of merger in its previous year balance sheet also.		
<b>Issued, subscribed and paid up capital</b>		
55,10,076 (55,10,076) equity shares of ₹ 10 (₹ 10) each fully paid up	551.01	551.01
	<b>551.01</b>	<b>551.01</b>
3,50,000 (3,50,000) 4% non-convertible, non-cumulative, redeemable preference shares of Rs. 100 (Rs. 100) each fully paid up	-	-
	<b>551.01</b>	<b>551.01</b>

**Notes:**

- (a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:

Particulars	March 31, 2023		March 31, 2022	
	Nos.	₹ lakhs	Nos.	₹ lakhs
Outstanding at the beginning of the year	5,510,076	551.01	5,510,076	551.01
Outstanding at the end of the year	5,510,076	551.01	5,510,076	551.01

- (b) Right, preference and restrictions attached to equity shares

The Company has equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

- (c) Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company

Name of shareholder	March 31, 2023		March 31, 2022	
	Nos.	% of holding	Nos.	% of holding
<b>Equity Shares</b>				
Prem Anand	1,131,242	20.53	1,131,242	20.53
Amit Anand	964,364	17.50	964,364	17.50
Vimal Anand	962,553	17.47	962,553	17.47
Manisha Anand	428,000	7.77	428,000	7.77
Sakshi Anand	428,000	7.77	428,000	7.77
Surya Meditech Ltd.	-	-	342,655	6.22
Shridhar Financial Services Ltd.	-	-	909,785	16.51
Ravi Goyal-HUF	850,010	15.43	-	-
Ashwani Vats	443,358	8.05	-	-

- (d) Disclosure of shareholding of promoters as at March 31, 2023, is as follows:

Promoter name	March 31, 2023		March 31, 2022		% change during the year
	Number of Shares	% of Total Shares	Number of Shares	% of Total Shares	
Prem Anand	1,131,242	20.53	1,131,242	20.53	-
Amit Anand	964,364	17.50	964,364	17.50	-
Vimal Anand	962,553	17.47	962,553	17.47	-
Manisha Anand	428,000	7.77	428,000	7.77	-
Sakshi Anand	428,000	7.77	428,000	7.77	-
Apis Natural Products Private Limited	59,220	1.07	59,220	1.07	-
Modern Herbals Private Limited	143,820	2.61	143,820	2.61	-

## 15 BORROWINGS

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Non-current</b>		
<b>Secured</b>		
<b>Term Loan</b>		
Canara Bank-GECL 2.0 funds*	297.92	460.42
Canara Bank-GECL 2.0 Ext-funds*	300.15	335.00
<b>Vechile loan</b>		
Canara Bank *	10.14	12.40
Canara Bank *	22.26	-
Daimler Financial Services*	33.62	45.08
<b>Unsecured</b>		
Bajaj Finanace Limited	-	11.97
	<b>664.09</b>	<b>864.86</b>

\* **Terms of classification of Canara Bank Limited- GECL 2.0 Fund**

Loan is under Guaranteed Emergency Credit Line (GECL 2.0) is secured against second pari passu charge on current asset, collateral security and personal and corporate guarantee.

\* **Terms of classification of Canara Bank Limited- GECL 2.0 Ext-Fund**

Loan is under Guaranteed Emergency Credit Line (GECL 2.0 Ext) is secured against second pari passu charge on current asset, collateral security and personal and corporate guarantee.

\* **Terms of classification of Canara Bank Limited**

Secured against hypothecation of respective vehicles. Repayable in equated monthly installments over different periods till November 2027.

\* **Terms of classification of Daimler Finacial Services**

Secured against hypothecation of respective vehicles. Repayable in equated monthly installments over different periods till September 2026.

## 16 BORROWINGS

(₹ in Lakhs)

Particulars		March 31, 2023	March 31, 2022
<b>Current</b>			
<b>Secured</b>			
Loans repayable on demand			
<b>From Canara Bank</b>			
Packing credit facilities		1,769.65	2,355.05
Foreign bills discounting facilities		-	635.36
Cash Credit facilities		2,047.11	434.28
<b>From Kotak Mahindra Bank</b>			
Domestic bills discounting facilities		-	499.36
Cash Credit facilities		-	1,140.92
<b>From SCB Bank</b>			
Cash Credit facilities		1,994.97	2,724.28
	(a)	<b>5,811.72</b>	<b>7,789.26</b>
<b>Unsecured</b>			
Security deposit		46.51	59.04
Deferred security deposit		-	2.96
Loans from body corporate		-	239.97
Loans from related parties			

Prem Anand-Directors		632.00	972.00
	(b)	678.51	1,273.97
	(a)+(b)	6,490.23	9,063.23

**Notes:**

- (a) Borrowings from Canara Bank in the nature of packing credit facilities and foreign bill discounting are secured by way of first pari passu charge on stock of raw materials, stock in process, stores and spares, trade receivables, finished goods, bills receivables. The aforesaid facilities are secured by collateral, corporate guarantee and personal guarantees of promoter directors.
- (b) Borrowings from Kotak Mahindra Bank in the nature of packing credit facilities and domestic bill discounting are secured by way of first pari passu charge on stock of raw materials, stock in process, stores and spares, trade receivables, finished goods, bills receivables. The aforesaid facilities are secured by collateral, corporate guarantee and personal guarantees of promoter directors.
- (c) Borrowings from Standard Chartered Bank in the nature of cash credit facilities and overdraft facility are secured by way of first pari passu charge on stock of raw materials, stock in process, stores and spares, trade receivables, finished goods, bills receivables. The aforesaid facilities are secured by collateral and personal guarantees of promoter directors.
- (d) Loans from body corporate represents interest bearing unsecured loans, which loan is repayable within 90 days from the date of disbursement. There is no repayment of principal or payment of interest due by the Company as at the year end.
- (e) Loans from related parties represents interest bearing unsecured loans obtained from its director, which loan is repayable wherever stipulated or as mutually agreed. There is no repayment of principal or payment of interest due by the Company as at the year end.
- (f) The Company has not made any default in repayment as at the reporting date in respect of aforesaid (a),(b),( c), ( d ) and (e) facilities.

**17 TRADE PAYABLES**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Dues of micro, small and medium enterprises	179.65	378.82
Dues to other than micro, small and medium enterprises	4,356.91	3,779.01
	<b>4,536.57</b>	<b>4,157.82</b>

**Notes:**

- (i) The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been made.
- (ii) **Trade payables ageing schedule:**

S.No.	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(a)	Micro, small and medium enterprises (MSME)	177.26	-	-	-	177.26
		(378.24)	-	-	-	(378.24)
(b)	Others	3,962.01	142.35	161.55	6.91	4,272.82
		(3,308.45)	(375.54)	(10.41)	(84.61)	(3,779.01)
(c)	Disputed dues-MSME	-	0.24	2.16	-	2.40
		-	(0.44)	(0.13)	-	(0.57)
(d)	Disputed dues-Others	-	-	-	84.09	84.09
		-	-	-	-	-

**18. OTHER FINANCIAL LIABILITIES**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Current maturities of long term debts	216.00	245.15
Expenses payable	331.45	277.70
Others payables	426.87	172.64
	<b>974.32</b>	<b>695.49</b>

**19 OTHER CURRENT LIABILITIES**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Advances from customers	629.28	489.67
Statutory dues	47.19	86.45
	<b>676.47</b>	<b>576.12</b>

**20 PROVISIONS**

(₹ lakhs)

Particulars		March 31, 2023	March 31, 2022
<b>Non-current</b>			
Provision for employee benefits			
Gratuity (unfunded)		73.78	10.43
	(a)	<b>73.78</b>	<b>10.43</b>
<b>Current</b>			
Provision for employee benefits			
Gratuity (unfunded)		4.41	92.34
Bonus		21.89	30.20
<b>Others</b>			
Income tax		44.15	239.63
For VAT liability		8.82	8.82
	(b)	<b>79.27</b>	<b>370.99</b>
	<b>(a)+(b)</b>	<b>153.08</b>	<b>381.42</b>

**21 REVENUE FROM OPERATIONS**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Sale of products		
Exports	15,849.12	12,944.38
Domestic	16,879.10	16,136.19
Other operating revenue		
Scrap sales	191.96	120.59
Export benefits	99.23	33.82
Exchange fluctuation	177.55	287.39
	<b>33,196.96</b>	<b>29,522.37</b>

**22 OTHER INCOME**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Interest income on		
Fixed deposits	48.92	25.60
Loans to related party	67.97	67.68
Insurance claims	0.50	1.94
Fair valuation of investment in MF	-	0.88
Profit on sale of vehicle	2.33	-
Other	49.22	41.81
Unwinding of lease liability	0.11	2.25
	<b>169.05</b>	<b>140.15</b>



**23 COST OF MATERIAL CONSUMED**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Raw materials, packing materials and consumable stores		
Opening stock	6,001.77	6,557.05
Add: Purchases	21,186.60	19,125.99
	<b>27,188.37</b>	<b>25,683.04</b>
Less: Closing stock	5,677.58	6,001.77
	<b>21,510.79</b>	<b>19,681.27</b>

**24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS**

(₹ lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
<b>Opening stock</b>			
Finished goods-Manufactured		4,688.32	3,844.67
Work-in-progress		304.03	315.87
	(a)	<b>4,992.35</b>	<b>4,160.53</b>
<b>Closing Stock</b>			
Finished goods-Manufactured		3,725.76	4,688.32
Work-in-progress		82.06	304.03
	(b)	<b>3,807.81</b>	<b>4,992.35</b>
(Increase)/decrease in inventories	(a-b)	<b>1184.54</b>	<b>(831.82)</b>

**25 MANUFACTURING EXPENSES**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Fuel charges	131.00	149.29
Repair and maintenance-Factory	267.45	173.36
Laboratory and testing	188.99	221.05
Power and electricity	162.19	104.88
Wages	738.02	814.32
Contribution to provident and other funds	14.16	90.42
Staff welfare	46.07	39.00
Rent of cold storage	44.61	78.09
	<b>1,592.48</b>	<b>1,670.41</b>

**26 EMPLOYEE BENEFIT EXPENSE**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Salaries and wages	1,869.99	1,859.00
Staff welfare	16.40	14.47
	<b>1,886.39</b>	<b>1,873.46</b>

**27 FINANCE COST**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Interest expenses on		
Vehicle loans	5.66	2.88
Working capital facilities	708.71	696.38
Other borrowing costs	32.65	27.87
Unwinding of security deposits	0.88	0.30
Fair valuation of investment in MF	0.20	-
	<b>748.10</b>	<b>727.43</b>

**28 DEPRECIATION AND AMORTISATION**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Depreciation on tangible assets	227.07	226.54
Amortization of intangible assets	-	15.84
Depreciation on lease asset	47.64	44.95
	<b>274.71</b>	<b>287.33</b>

**29 OTHER EXPENSES**

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Travelling and conveyance	54.48	39.76
Legal, professional and commission	74.53	89.83
Rent	157.83	225.50
Office expenses	22.17	9.99
Taxes and penalties	9.76	8.52
Fees and subscription	36.43	33.76
Insurance	32.42	26.12
Postage and telephone	23.74	19.85
Printing and stationary	8.51	7.60
Bank charges	8.16	3.14
Bank charges		
<b>Auditor's remuneration:</b>		
As audit fees	7.00	4.00
Out of pocket expenses	0.50	0.15
Tax and Transfer Pricing Audit fee	4.00	2.00
Amounts written off	0.89	0.02
Miscellaneous	0.02	0.21
Expected credit loss on debtors	21.19	21.19
<b>Selling and distribution</b>		
Shipment charges	518.65	537.71
Sales and business promotion	13.56	7.33
Freight outward	208.60	194.53
Packing expenses	32.07	18.03
Shortage, rebate and discount	2.48	15.45
Export inspection agency charges	18.18	30.73
ECGC charges	80.51	53.51
<b>Clearing and forwarding Expenses</b>	<b>128.45</b>	<b>96.74</b>

Cartage on own brand sale	1,363.76	1,426.59
Expenses on own brand sale promotion	1,928.46	2,171.27
Commission of sale	37.00	228.49
	<b>4,793.36</b>	<b>5,272.03</b>

### 30 CONTINGENT LIABILITIES

*(₹ lakhs)*

Particulars	March 31, 2023	March 31, 2022
(to the extent not provided for)		
a) Claims against the Company not acknowledged as debts*	948.81	952.56
* These are pending in respect of following authorities		
Sales Tax, Punjab	69.49	69.49
Customs, New Delhi	11.47	11.47
Sales Tax, Uttrakhand	655.35	655.35
Sales Tax, Uttarpradesh	2.08	2.08
Sales Tax, Karnataka	2.23	2.23
Sales Tax, Telangana	-	3.75
Income Tax	101.69	101.69
Income Tax Appeal	41.96	41.96
Liability against C form	8.82	8.82
Sales Tax, Delhi	55.72	55.72
	<b>948.81</b>	<b>952.56</b>

- 31 In the opinion of the Board, all assets other than fixed assets and non current investments, have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.
- 32 As per Indian Accounting Standard-110 on "Consolidated Financial Statements" issued by the "Ministry of Corporate Affairs, Government of India, the Company has presented consolidated financial statements separately in this annual report.
- 33 Balances grouped under trade receivables, trade payables and loans and advances recoverable in cash or in kind are subject to confirmation from subjective parties.

### 34 (a) Earnings in foreign exchange (on accrual basis)

*(₹ lakhs)*

S.No.	Particulars	March 31, 2023	March 31, 2022
(i)	FOB value of exports	15,702.73	12,667.55
(b) Expenditure in foreign exchange (on accrual basis)			
(i)	Value of import on CIF basis	47.14	393.06
(ii)	Travelling and business promotion	0.98	5.47
(iii)	Testing charges	90.36	87.55
(iv)	Professional fees and subscription	-	2.61
(v)	Repair and maintenance	5.58	11.23

### 35 Corporate Social Responsibility

(a) Gross amount required to be spent by the Company during the year is Rs. 14.60 Lakhs

(b) Amount spent during the year on

*(₹ lakhs)*

Particulars	In cash	Other than cash	Total amount
(i) Rural development	-	-	-
(ii) On purposes other than (i) above	-	12.00	12.00
<b>Total</b>	-	<b>12.00</b>	<b>12.00</b>

\*The difference is due to excess amount spent in previous year

**36 Earning Per Share (EPS)**

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average of the number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity share are as stated below:

(₹ lakhs)

S.No.	Particulars	March 31, 2023	March 31, 2022
(i)	Net profit available for equity shareholders	822.54	579.02
(ii)	Weighted average number of equity shares outstanding for calculation of	-	-
	- Basic EPS	55.10	55.10
	- Diluted EPS	55.10	55.10
(iii)	Nominal value of per equity share (₹ )	10	10
(iv)	Earning per share (i)/(ii)		
	- Basic EPS (₹ )	14.93	10.51
	- Diluted EPS (₹ )	14.93	10.51

**37 Related Party Disclosures:**

Pursuant to Ind AS-24 "Related Party Disclosures", following parties are to be treated as related parties:

**(a) Name of related parties and description of relationship****Key management personnel**

Prem Anand	Chairperson
Amit Anand	Managing Director
Vimal Anand	Whole Time Director
Manisha Anand	CFO
Vikas Aggarwal*	Company Secretary
Sakshi Anand	Relative of key management
Karan Ahooja	Independent Director
Sushil Gupta	Independent Director
Naveen Kumar#	Independent Director
Sunita Chaddha	Independent Director

\*Resigned w.e.f 18.02.2023

#Resigned w.e.f 31.01.2023

**Enterprises over which Key Management Personnel exercise significant influence**

A-One Enterprises	Proprietorship of Amit Anand
Skyway International Industries FZE	Proprietorship of Vimal Anand

**Subsidiary**

Anantdrishti Smart India Private Limited
Nature's Family Tree Foods Private Limited

**Associate company**

APIS Pure Foodstuff Trading LLC
Kapil Anand Agro Private Limited

**Note:** Related parties relationship is as identified by the Company and relied upon by the Auditors.

(b)	Transactions with related parties during the year (excluding reimbursements)		March 31,2023	March 31,2022
	Nature of transaction	Related Party		(₹ lakhs)
	Rent paid	Prem Anand	54.00	54.00
	Remuneration for service rendered	Vimal Anand	10.50	10.50
	Remuneration for service rendered	Amit Anand	10.50	10.50
	Remuneration for service rendered	Sakshi Anand	84.00	84.00
	Remuneration for service rendered	Manisha Anand	40.77	84.00
	Remuneration for service rendered	Prem Anand	13.20	13.20
	Remuneration for service rendered	Vikas Aggarwal	12.22	12.37
	Remuneration for service rendered	Atul Singh	-	3.72
	Remuneration for service rendered	Pankaj Mishra	-	30.62
	Unsecured Loans	Prem Anand	340.00	372.00
	Sale of finished good	A-One Enterprises	-	23.55
	Purchase of finished good	A-One Enterprises	-	53.78
	Sale of finished good	APIS Pure Foodstuff Trading, LLC	2,414.47	2,259.23
	Purchase of raw dates	APIS Pure Foodstuff Trading, LLC	-	32.75



Interest receivable	Anantadrishti Smart India Pvt. Ltd	67.68	67.68
Purchase of finished goods	Kapil Anand Agro Pvt Limited	348.32	366.70

(c) Amount outstanding as at the end of the year				(₹ lakhs)
Account head	Related Party	March 31,2023	March 31,2022	
Other financial asset	Prem Anand	70.00	70.00	
Trade receivable	A-One Enterprises	-	7.38	
Other financial liability-Remuneration	Amit Anand	0.69	1.27	
Other financial liability-Remuneration	Prem Anand	0.84	0.47	
Other financial liability-Remuneration	Vimal Anand	0.65	1.77	
Other financial liability-Unsecured Loan	Prem Anand	632.00	972.00	
Other financial liability-Remuneration	Sakshi Anand	2.80	1.98	
Other financial liability-Remuneration	Manisha Anand	66.88	53.92	
Other financial liability-Remuneration	Vikas Aggarwal	1.76	1.16	
Other financial liability-Remuneration	Atul Singh	-	0.62	
Other financial liability	Aone Enterprises	86.00	265.87	
Other financial liability	Amit Anand	-	0.70	
Other financial liability	APIS Pure Foodstuff Trading, LLC	-	32.89	
Trade receivable	APIS Pure Foodstuff Trading, LLC	611.36	2,118.26	
Other financial asset	Prem Anand	1.00	7.74	
Other financial asset	Anantadrishti Smart India Pvt. Ltd	720.00	720.00	
Other financial asset	Anantadrishti Smart India Pvt. Ltd	192.17	131.26	
Other financial liability	Kapil Anand Agro Pvt Limited	15.51	42.89	

### 38 Financial Instruments

#### Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

			(₹ lakhs)	
Particulars	March 31,2023	March 31,2022		
Borrowings (long-term and short-term, including current maturities of long term borrowings)	7,154.33	10,253.09		
Trade payables	4,536.57	3,686.70		
Other payables	758.31	449.66		
Less: Cash and cash equivalents	(118.74)	(70.96)		
<b>Net debt</b>	<b>12,330.46</b>	<b>14,318.49</b>		
Equity share capital	551.01	551.01		
Other equity	9,493.73	8,659.69		
<b>Total capital</b>	<b>10,044.74</b>	<b>9,210.70</b>		
Capital and net debt	22,375.20	23,529.19		
Gearing ratio (Net debt/Capital and Net debt)	55.11%	60.85%		

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in

meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

(₹ lakhs)

Particulars	March 31,2023	March 31,2022
<b>Categories of financial instruments</b>		
<b>Financial assets</b>		
Financial assets at amortised cost		
<b>Non-current</b>		
Investment	35.36	35.36
Other financial assets	1,804.76	864.64
	<b>1,840.12</b>	<b>900.00</b>
<b>Current</b>		
Investments	6.18	6.37
Trade receivables	7,841.77	7,802.16
Cash and cash equivalents	118.74	70.96
Other financial assets	2.44	10.21
	<b>7,969.13</b>	<b>7,889.69</b>
<b>Financial Liability</b>		
Financial liabilities at amortised cost		
<b>Non-current</b>		
Borrowings	664.09	1,189.86
	<b>664.09</b>	<b>1,189.86</b>
<b>Current</b>		
Trade payables	4,536.57	3,686.70
Other financial liabilities	974.32	694.81
	<b>5,510.88</b>	<b>4,381.51</b>

### 39 Fair value measurements

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The following is the basis of categorising the financial instruments measured at fair value into Level 1 to Level 3: Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Trade receivables, cash & cash equivalents, other bank balances, loans, other current financial assets, trade payables and other current financial liabilities: Approximate their carrying amounts largely due to short-term maturities of these instruments.

Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end..

### 40 Financial risk management objectives

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

**a) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/ realestate risk. Financial instruments affected by market risk include loans and borrowings.

**b) Credit risk**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

**c) Trade receivables**

- i) Receivables resulting from sale of properties: Customer credit risk is managed by requiring customers to pay advances before transfer of ownership, therefore, substantially eliminating the Company's credit risk in this respect.
- ii) Receivables resulting from other than sale of properties: Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. The impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively.

**d) Financial Instrument and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

**e) Liquidity risk**

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

- 41 During the year, the Company assessed the investment in equity instrument of subsidiary and associate companies carried at cost for impairment testing. These companies are start-ups or are at early stage of their operations and are expected to generate positive cash flows in the future years. Detailed analysis has been carried out on the future projections and the Company is confident that the investments do not require any impairment.
- 42 There are no transactions during the year with struck off companies as defined under Section 248 of the Companies Act, 2013.
- 43 Figures have been rounded off to the nearest lakhs.
- 44 Figures in brackets pertain to previous year, unless otherwise indicated.
45. Following are the ratios applicable to Company:

S.No.	Particulars		March 31, 2023	March 31, 2022
			Rs.	Rs.
(i)	<b>Current ratio</b>	<b>(a/b)</b>	1.54	1.47
	Numerator			
	Current assets			
	Inventory		9,485.39	10,994.12
	Trade receivables		7,841.77	8,512.99
	Cash and cash equivalents		118.74	240.68
	Investment		6.18	6.37
	Other financial assets		2.44	10.21
	Other current assets		2,198.66	2,035.70
		(a)	<b>19,653.18</b>	<b>21,800</b>
	Denominator			
	Current liabilities			
	Borrowings		6,490.23	9,063.23
	Trade payables		4,536.57	4,157.82

	Other financial liabilities		974.32	695.49
	Other current liabilities		676.47	576.12
	Provisions		79.28	370.99
		(b)	<b>12,756.87</b>	<b>14,863.66</b>
<b>(ii)</b>	<b>Debt-equity ratio</b>	<b>(a/b)</b>	<b>0.71</b>	<b>1.08</b>
	Numerator			
	Long term borrowings	(a)	7154.33	9928.09
	Denominator			
	Equity			
	Equity share capital		551.01	551.01
	Other equity		9,493.73	8,659.69
		(b)	<b>10,044.74</b>	<b>9,210.70</b>
<b>(iii)</b>	<b>Return on equity</b>	<b>(a/b)</b>	<b>7.95%</b>	<b>6.91%</b>
	Numerator			
	Profit/(loss) after tax	(a)	798.36	636.47
	Denominator			
	Equity			
	Equity share capital		551.01	551.01
	Other equity		9,493.73	8,659.69
		(b)	<b>10,044.74</b>	<b>9,210.70</b>
<b>(iv)</b>	<b>Return on capital employed</b>	<b>(a/b)</b>	<b>19.35%</b>	<b>16.63%</b>
	Numerator			
	Earnings before interest and tax	(a)	2,123.76	1,709.84
	Denominator			
	Capital employed			
	Equity		10,044.74	9,210.70
	Non current liabilities		931.08	1,074.05
		(b)	<b>10,975.82</b>	<b>10,284.74</b>
<b>(v)</b>	<b>Trade receivables turnover ratio</b>	<b>(a/b)</b>	<b>4.06</b>	<b>4.10</b>
	Numerator			
	Credit sales	(a)	33,197	29,522
	Denominator			
	Average trade receivables	(b)	8,177.38	7,194.25
<b>(vi)</b>	<b>Trade Payable turnover ratio</b>	<b>(a/b)</b>	<b>3.20</b>	<b>3.07</b>
	Numerator			
	Credit Purchase	(a)	21,186.60	19,125.99
	Denominator			
	Average trade payable	(b)	6,615.48	6,236.73
<b>(vii)</b>	<b>Interest Coverage Ratio</b>	<b>(a/b)</b>	<b>2.84</b>	<b>2.75</b>
	Numerator			
	Earning before interest and tax	(a)	2,123.75	2,103.09
	Denominator			
	Interest Expense	(b)	748.10	763.75
<b>(viii)</b>	<b>Net capital turnover ratio</b>	<b>(a/b)</b>	<b>4.81</b>	<b>4.26</b>
	Numerator			
	Net sales	(a)	33,197	29,522
	Denominator			
	Working capital			



	Current assets		19,653	21,800
	Current liabilities		12,757	14,864
		(b)	<b>6,896</b>	<b>6,936</b>
<b>(ix)</b>	<b>Net profit ratio</b>	<b>(a/b)</b>	<b>2.40%</b>	<b>2.16%</b>
	Numerator			
	Net profit/(loss)	(a)	798	636
	Denominator			
	Sales	(b)	<b>33,197</b>	<b>29,522</b>
<b>(x)</b>	<b>Inventory turnover ratio</b>	<b>(a/b)</b>	<b>2.22</b>	<b>1.74</b>
	Numerator			
	Cost of goods sold	(a)	22,695	18,849
	Denominator			
	Average inventory	(b)	<b>10,240</b>	<b>10,856</b>
<b>(xi)</b>	<b>Debt service coverage ratio</b>	<b>(a/b)</b>	<b>0.47</b>	<b>0.11</b>
	Numerator			
	Net operating income			
	Revenue		33,197	29,522
	Certain operating expenses		29,783	28,497
		(a)	<b>3,414</b>	<b>1,025</b>
	Denominator			
	Total debt service	(b)	<b>6,476</b>	<b>8,654</b>
	Principal		748	727
	Interest		7,224	9,382
		(b)	<b>9,742.87</b>	<b>9,382</b>

As per our report of even date attached.

**AS PER OUR REPORT OF EVEN DATE**

**For G A M S & Associates, LLP**

**CHARTERED ACCOUNTANTS**

**Firm Reg. No. 0N500094**

**For and on Behalf of the Board of Directors**

**Anil Gupta**  
(Partner)  
Membership No: 088218  
**UDIN : 23088218BGWJXB5674**

**Prem Anand**  
(Director & Chairperson)  
DIN:00951873

**Vimal Anand**  
(Director)  
DIN: 00951380

**Amit Anand**  
(Managing Director)  
DIN: 00951321

**Manisha Anand**  
(CFO)

**Date : May 30, 2023**

**Place : New Delhi**

# INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To  
The Members  
**APIS India Limited**  
18/32, East Patel Nagar,  
New Delhi-110008

## I. REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

### 1. OPINION

- A. We have audited the accompanying consolidated financial statements of APIS India Limited (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") and its associate entity, which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").
- B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind-AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2022, the consolidated profit and consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### 2. BASIS FOR OPINION

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### 3. EMPHASIS OF MATTERS

We draw the attention on the trade receivables amounting to Rs. 211.89 Lakhs which is classified as disputed trade receivables-considered good. Management made a provision of expected credit loss on for Rs. 42.38 lakhs on their foreign debtors that is under disputed trade receivables. However, as explain to us, management is in position to recover the amount and same is also covered under ECGC.

Further, the delays in receipt of proceeds denominated in foreign currency against export of goods made by the Company to its overseas customers aggregating to Rs. 309.87 Lakhs as on 31 March 2023, beyond the timelines stipulated under the Foreign Exchange Management Act, 1999. The management of the Company has filed the necessary applications with the appropriate authority for condonation of such delays to regularize the default. Pending condonation of such delay by the appropriate authority, management

is of the view that the possible penalties that may believe are currently unascertainable but would not be material and accordingly, no consequential adjustments have been made to the accompanying statement with respect to such delay/default.

Further, we draw the attention on to the standalone financial statements, board directors of the company at their meeting held on Thursday, May 30, 2019 approved a Comprehensive Scheme of Amalgamation of APIS Natural Products Private Limited ('APIS Natural') and Modern Herbals Private Limited ('Modern Herbals') with APIS India Limited (herein after referred to 'APIS India' or the 'Company'), and their respective shareholders and creditors (hereinafter referred to as the 'scheme'), under section 230 to 232 read with section 66 and other applicable provisions, if any, of the companies Act, 2013, including any statutory modification(S) thereto or re-enactment(s) thereof, placed before them.

Subsequently, the Company filed the applications in terms of regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges and SEBI for their 'No Observation Letter' to the scheme. The company received 'No objection letter' from Stock Exchange i.e. BSE Limited (BSE) received vide their letter dated 18th September, 2019. The company had filed its Second motion application before National Company Law Tribunal Bench (NCLT), New Delhi Bench for approval of scheme for approval of scheme, the hearing will be schedule on 1st July 2022.

Further, we draw the attention that the Hon'ble NCLT, Delhi Bench has granted the amalgamation of Apis Natural, Modern Herbal with Apis India Limited as on 16th January, 2023.

Our opinion is not modified in respect of the above.

#### 4. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial

Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no matters to be described as key audit matters.

#### 5. INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- A. The Holding company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information to the extent applicable, but does not include the Consolidated Financial Statements and our auditor's report thereon. Our opinion on the Consolidated financial statements does not over the other information and we do not express any form of assurance conclusion thereon.
- B. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

#### 6. MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

- A. The Holding company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total

comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the Ind-AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

- B. In preparing the Consolidated Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process of the companies included in the group.

## **7. AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS**

- A. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance,

but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

- B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - i) Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence



obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- v) Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- C. Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements maybe influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.
- D. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- E. We also provide those charged with governance with a statement that we have complied with relevant ethical

requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

- F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## 8. OTHER MATTERS

We did not audit the financial statements/ financial information of 2 (Two) wholly owned subsidiary, whose financial statements/ financial information reflect total assets of Rs. 834.52 Lakhs as at March 31, 2023, total revenues of Rs. 2.01 Lakh for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of Rs. 1089.29 Lakhs for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of 2 (Two) associates, whose financial statements/ financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associate and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associate, is based solely on the reports of the other auditors. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is

not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

## II. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit report we report, to the extent applicable, that:
  - A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
  - B. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - C. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Statement of consolidated Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - D. In our opinion, the aforesaid Consolidated financial statements comply with the Ind-AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - E. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary and associate company, none of the directors of the Group company, its associate company is disqualified as on March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act.
  - F. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure-B which is based on the auditor's reports of the Company and its subsidiaries and associate companies. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies
  - G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate– Refer Note 32 to the consolidated financial statements.

- ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv) a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), With the understanding whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“ultimate beneficiaries”) or provide any guarantee, security or the like on behalf of the ultimate Beneficiaries;
- b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by company from any person or entity, including foreign entity (“Funding parties”), with the understanding, whether recorded in writing or otherwise, that the company shall. Whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding party (“Ultimate Beneficiaries”) or provide any guarantee, Security or the like on behalf of Ultimate Beneficiaries;
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v) During the year, The holding company has declared or paid dividend on preference shares during the year which is in compliance with section 123 of the Companies Act, 2013.

**For G A M S & Associates LLP**  
**Chartered Accountants**  
**FRN 500094**

**CA Anil Gupta**  
**(Partner)**  
**M. No. 088218**

**Date: May 30, 2023**  
**Place: New Delhi**  
**UDIN: 23088218BGWJXC1645**

# **LIST OF SUBSIDIARIES AND ASSOCIATES' COMPANIES**

## **Subsidiary Companies**

1. Anantadrishti Smart India Private Limited
2. Nature's Family Tree Foods Private Limited

## **Associates Companies**

1. Kapil Anand Agro Private Limited
2. APIS Pure Foodstuff Trading LLC



# ANNEXURE 'B'

## TO THE INDEPENDENT AUDITORS REPORT

### (REFERRED TO IN 1(F) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORTS TO THE MEMBERS OF APIS INDIA LIMITED OF EVEN DATE)

Report on the Internal Financial Controls under Clause (i) of sub-section 3 Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal Financial Controls over financial reporting of **APIS INDIA LIMITED** hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") and its associate entity ("the Company") as at March 31, 2023 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies, Company's which are companies covered under the Act are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to financial statements of the holding company, and its subsidiary companies,

as aforesaid, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, as aforesaid.

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies

and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In conjunction with our audit of the consolidated financial statements of Apis India Ltd. (hereinafter referred to as ("the Holding Company")) as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, its associate companies and its jointly controlled companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, its associate companies and jointly controlled companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### **Other Matters**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 2 (Two) subsidiaries companies, 2 (Two) Associates companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India

**For G A M S & Associates LLP**  
**Chartered Accountants**  
**FRN 500094**

**CA Anil Gupta**  
**(Partner)**  
**M. No. 088218**

**Date: May 30, 2023**  
**Place: New Delhi**  
**UDIN: 23088218BGWJXC1645**

# CONSOLIDATED BALANCE SHEET

as at March 31, 2023

(₹ in lakhs)

Particulars	NOTES	March 31, 2023	March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment			
Tangible assets	3	1,121.85	1,235.80
Intangible assets	3	5.69	5.69
Capital work-in-progress	3	2.88	-
<b>Financial assets</b>			
Investments	4	2,465.04	1,417.44
Loans and advances	5	120.83	95.73
Lease Assets		119.59	167.23
Other financial assets	6	1,612.58	733.37
Other non-current assets	7	148.54	143.54
Deferred tax asset (net)	8	-	80.33
<b>Total Non-Current Assets</b>		<b>5,597.00</b>	<b>3,879.14</b>
<b>Current assets</b>			
Inventories	9	9,485.39	10,994.12
<b>Financial assets</b>			
Investments	4	6.18	6.37
Trade receivables	10	7,846.13	8,515.34
Cash and cash equivalents	11	125.87	245.48
Other financial assets	12	2.44	10.21
Other current assets	13	2,198.66	2,035.70
<b>Total Current Assets</b>		<b>19,664.67</b>	<b>21,807.23</b>
<b>TOTAL ASSETS</b>		<b>25,261.67</b>	<b>25,686.37</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	14	551.01	551.01
Other equity		11,002.83	9,188.87
<b>Total Equity</b>		<b>11,553.84</b>	<b>9,739.88</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	15	666.59	864.86
Lease Liability		149.53	198.75
Provisions		73.78	10.43
Deferred tax liability		43.68	-
<b>Total non-current liabilities</b>		<b>933.58</b>	<b>1,074.05</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	17	6,490.23	9,063.23
Trade payables	18	4,539.99	4,159.66
Other financial liabilities	19	981.50	695.67
Other current liabilities	20	683.24	582.89
Provisions	21	79.28	370.99
<b>Total Current Liabilities</b>		<b>12,774.25</b>	<b>14,872.44</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>25,261.67</b>	<b>25,686.37</b>

Accounting Policies and Notes to Account

Notes forming part of the Consolidated Financial Statements.

1-42

As per our report of even date attached.

AS PER OUR REPORT OF EVEN DATE

For G A M S &amp; ASSOCIATES LLP

CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

Anil Gupta

(Partner)

Membership No: 088218

UDIN : 23088218BGWJXC1645

For and on Behalf of the Board of Directors

Prem Anand

(Director &amp; Chairperson)

DIN:00951873

Vimal Anand

(Director)

DIN: 00951380

Amit Anand

(Managing Director)

DIN: 00951321

Manisha Anand

(CFO)

Date : May 30, 2023

Place : New Delhi

# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2023

(₹ in lakhs)

Particulars	NOTES	March 31, 2023	March 31, 2022
<b>Income</b>			
Revenue from operations	21	33,198.97	29,524.72
Other income	22	101.08	72.47
<b>Total Revenue</b>		<b>33,300.06</b>	<b>29,597.19</b>
<b>Expenses</b>			
Cost of materials consumed	23	21,512.38	19,683.11
Purchases of stock-in-trade		-	-
Changes in inventories of finished goods, traded goods and work-in-progress	24	1,184.54	(831.82)
Manufacturing expense	25	1,592.48	1,670.41
Employee benefits expense	26	1,886.39	1,873.46
Finance cost	27	742.44	727.43
Depreciation and amortization	28	274.71	287.33
Other expenses	29	4,793.78	5,272.78
<b>Total expenses</b>		<b>31,986.71</b>	<b>28,682.70</b>
<b>Profit before tax</b>		<b>1,313.35</b>	<b>914.50</b>
Less: Tax expense			
Current Tax		436.00	331.00
Deferred taxation		114.07	(8.23)
Tax adjustments of prior years (net)		15.22	9.16
Less: Expenses on Corporate Social Responsibilities		12.00	20.00
<b>Profit after tax for the year before share of profit of associates</b>		<b>736.06</b>	<b>562.56</b>
Share of profit of an associate (net of tax)		1,089.29	235.61
<b>Profit for the year</b>	(a)	<b>1,825.34</b>	<b>798.17</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified subsequently to profit and loss		34.12	(81.05)
Remeasurement of net defined benefit liability/asset		(9.93)	23.60
<b>Total other comprehensive income, net of tax</b>	(b)	<b>24.18</b>	<b>(57.45)</b>
<b>Total comprehensive income for the year</b>	(a+b)	<b>1,849.52</b>	<b>740.72</b>
Earnings per equity share of face value of ₹ 10 (₹ 10) each			
- Basic & Diluted (in ₹ )	34	33.57	13.44

Accounting Policies and Notes to Account

**Notes forming part of the Consolidated Financial Statements.**

1-42

As per our report of even date attached.

**AS PER OUR REPORT OF EVEN DATE**

For G A M S &amp; ASSOCIATES LLP

CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

For and on Behalf of the Board of Directors

**Anil Gupta**

(Partner)

Membership No: 088218

UDIN : 23088218BGWJXC1645

**Prem Anand**

(Director &amp; Chairperson)

DIN:00951873

**Vimal Anand**

(Director)

DIN: 00951380

**Amit Anand**

(Managing Director)

DIN: 00951321

**Manisha Anand**

(CFO)

Date : May 30, 2023

Place : New Delhi



# CONSOLIDATED CASH FLOW STATEMENT

as at March 31, 2023

(₹ in lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit / (Loss) before tax	1,313.35	878.17
<b>Adjustments for Non-Cash / Non- Operating items:</b>		-
Depreciation & Amortization	227.07	242.38
Interest paid on loans considered separately	742.44	763.75
Interest, Dividend and Subsidy received considered separately	(48.92)	(25.60)
Capital reserve	12.06	5.98
Reclassification	(0.57)	
Prior period for short provision of gratuity	-	46.92
Expenses on CSR	(12.00)	(20.00)
<b>Operating profit before Working Capital changes</b>	<b>2,233.43</b>	<b>1,891.60</b>
(Increase) / Decrease in Inventory	1,508.73	(276.54)
(Increase) / Decrease Sundry Debtors	669.21	(2,634.83)
(Increase) / Decrease Other financial asset	7.77	35.77
(Increase) / Decrease Other Current Assets	(162.96)	876.19
(Increase) / Decrease in Investment	0.20	(0.88)
Increase / (Decrease) Trade Payables	380.33	189.97
Increase / (Decrease) Short Term Borrowings	(2,572.99)	2,107.11
(Increase) / Decrease Other financial liability	285.83	(230.68)
Increase / (Decrease) Other Current Liabilities	100.35	(664.69)
Remeasurement of net defined benefit liability	24.18	(57.45)
Increase / (Decrease) Provisions	(151.41)	265.26
<b>Cash generated from Operations</b>	<b>2,322.66</b>	<b>1,494.86</b>
Tax paid (including taxes deducted at source)	565.29	325.95
<b>NET CASH GENERATED IN OPERATING AVTITVITIES (A)</b>	<b>1,757.36</b>	<b>1,168.90</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Loans and advances	(25.10)	4.13
Other financial asset	(879.21)	(345.48)
Purchase of Fixed Assests	(183.11)	(271.87)
Proceeds from Sale of Fixed Assets	70.00	-
Capital work-in-progress	(2.88)	144.78
Purchase of investment	(1,047.60)	(235.61)
Lease asset	47.64	44.95
Share of profit from associates	1,089.29	235.61
Other non current asset	(5.00)	(13.37)
Interest, Dividend and Subsidy received	48.92	25.60
MAT	-	25.51
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES (B)</b>	<b>(887.05)</b>	<b>(385.77)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Interest paid	(742.44)	(763.75)
Increase/ (Decrease) in Term Loan From Bank	(198.27)	174.03
Lease Liability	(49)	(41.81)
<b>NET CASH GENERATED IN FINANCIAL AVTITVITIES (C)</b>	<b>(989.93)</b>	<b>(631.54)</b>
<b>Net Cash Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(119.62)</b>	<b>151.60</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>245.48</b>	<b>93.88</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>125.87</b>	<b>245.48</b>

Accounting Policies and Notes to Account

Notes forming part of the Consolidated Financial Statements.

1-42

As per our report of even date attached.

AS PER OUR REPORT OF EVEN DATE

For G A M S &amp; ASSOCIATES LLP

CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

For and on Behalf of the Board of Directors

Anil Gupta

(Partner)

Membership No: 088218

UDIN : 23088218BGWJXC1645

Prem Anand

(Director &amp; Chairperson)

DIN:00951873

Vimal Anand

(Director)

DIN: 00951380

Amit Anand

(Managing Director)

DIN: 00951321

Manisha Anand

(CFO)

Date : May 30, 2023

Place : New Delhi

# STATEMENT ON CHANGES IN OTHER EQUITY

as at March 31, 2023

## a) Equity Share Capital

(Figs. in ₹)

	Number of Shares	Amount
Balance as at April 1, 2022	5,510,076	55,100,760
Changes in equity share capital during the year	-	-
Balance as at March 31, 2023	5,510,076	55,100,760

## b) Other Equity

## (i) Current reporting period

(₹ in Lakhs)

Particulars	Reserve and Surplus			Other Comprehensive Income	Total equity attributable to equity holders of Company
	Capital Reserve	Securities Premium Reserve	Retained Earning		
Balance as at March 31, 2022	432.70	0.70	8,796.76	(88.35)	9,141.81
Reclassification			-0.57		(0.57)
Additions during the year	12.06	-	1,825.34	24.18	1,861.59
Balance as at March 31, 2023	444.76	0.70	10,621.54	(64.17)	11,002.83

## (i) Previous reporting period

(₹ in Lakhs)

Particulars	Reserve and Surplus			Other Comprehensive Income	Total equity attributable to equity holders of Company
	Capital Reserve	Securities Premium Reserve	Retained Earning		
Balance as at March 31, 2021	426.72	0.70	7,928.01	(30.90)	8,324.53
Effect of merger			23.66		23.66
Additions during the year	5.98	-	798.17	(57.45)	746.70
Prior period for short payment of gratuity	-	-	46.92		46.92
Balance as at March 31, 2022	432.70	0.70	8,796.76	(88.35)	9,141.81

Accounting Policies and Notes to Account

Notes forming part of the Consolidated Financial Statements.

1-42

As per our report of even date attached.

## AS PER OUR REPORT OF EVEN DATE

For G A M S &amp; ASSOCIATES, LLP

CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

For and on Behalf of the Board of Directors

Anil Gupta

(Partner)

Membership No: 088218

UDIN : 23088218BGWJXC1645

Prem Anand

(Director &amp; Chairperson)

DIN:00951873

Vimal Anand

(Director)

DIN: 00951380

Amit Anand

(Managing Director)

DIN: 00951321

Manisha Anand

(CFO)

Date : May 30, 2023

Place : New Delhi

# NOTES FORMING PART OF CONSOLIDATED AUDITED FINANCIAL STATEMENTS

## CORPORATE INFORMATION

APIS India Limited (the Company) was incorporated on March 22, 1983 as a public limited Company under the provisions of Companies Act, 1956, vide Company Identification Number L51900DL1983PLC164048. The registered office of the Company is situated at Delhi. The Company is a market leader in the honey processing business having unit at Roorkee (Uttarakhand). The Company has its presence in domestic as well as in International market.

The Company with its subsidiary and associate is herein after referred to as the Group.

The Group's consolidate financial statements (CFS) for the year ended March 31, 2022, are approved by the Board of Directors and authorised for issue on May 30, 2023.

## 1 BASIS OF PREPARATION AND PRESENTATION

### 1.1 STATEMENT OF COMPLIANCE

These CFS are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, the provisions of the Companies Act, 2013 (the Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, and the relevant amendment rules issued thereafter.

### 1.2 BASIS OF CONSOLIDATION

"The CFS comprise the financial statements of the Company and its subsidiary as at March 31, 2021. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- (i) "Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);"
- (ii) Exposure, or rights, to variable returns from its involvement with the investee, and
- (iii) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (i) The contractual arrangement with the other vote holders of the investee.
- (ii) "Rights arising from other contractual arrangements."
- (iii) The Group's voting rights and potential voting rights.
- (iv) The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

"CFS are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the CFS for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in preparing the CFS to ensure conformity with the group's accounting policies. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended

on March 31. When end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

#### **Consolidated procedure:**

- i) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the CFS at the acquisition date.
- ii) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.
- iii) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the CFS. Ind AS12 'Income Taxes' applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or Loss and each component of 'Other Comprehensive Income' (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if, this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The financial statements of the Group companies are consolidated on a line-by-line

basis and intra-group balances and transaction including unrealized gain/ loss from such transaction are eliminated upon consolidation. These CFS are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net asset of subsidiaries that are not, directly or indirectly, owned or controlled by the company, are excluded.

Associates are entities over which the Group has significant influence but not control. Investment in associates are accounted for using the equity method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of profit or loss of the investee after the acquisition date. The Group's investment in associates includes goodwill identified on acquisition.

#### **1.3 OPERATING CYCLE**

Based on the nature of products/ activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

#### **1.4 MERGER OF APIS NATURAL PRODUCTS PRIVATE LIMITED AND MODERN HERBALS PRIVATE LIMITED WITH THE COMPANY**

APIS India Limited, APIS Natural Products Private Limited (hereinafter called 'APIS Natural') and Modern Herbals Private Limited (hereinafter called 'Modern Herbals') and their respective shareholders and creditors entered into a scheme of amalgamation and arrangement (under Section 230 to 232 and other applicable provisions of the Companies Act, 2013) ('Scheme'). The Scheme has received requisite approvals from Competition Commission of India, Securities Exchange Board of India through BSE Limited. The Company has also received approval from National Company Law Tribunal ('NCLT') on 16/01/2023. Furthermore, the Company has filed the certified copy of the NCLT order with the Registrar of Companies



on 13/04/2023, i.e., the effective date of merger.

In compliance with the Scheme, 59,220 fully paid up equity shares were issued to the shareholders of APIS Natural and 1,43,820 fully paid up equity shares were issued to the shareholders of Modern Herbals which have been recorded at face value of Rs. 10 per share. Rs. 5,92,200 was paid to APIS Natural and Rs. 14,38,200 was paid to Modern Herbals by the Company.

As per Indian Accounting Standard (IND AS) 103 "Business combination", the company has accounted for such business combination using 'Pooling of Interest' method. Accordingly, all the assets, liabilities and reserves of APIS Natural and Modern Herbals have been recorded at their carrying amounts and in the form in which they appeared in the financial statements as at the date of merger.

On the date of Scheme becoming effective, the Company has combined assets, liabilities and components of other equity of APIS Natural and Modern Herbals on line by line basis.

The carrying balances which have been added to the respective line items in the Balance Sheet of the company are as under:

	APIS Natural Products Pvt Ltd.	Modern Herbals Pvt Ltd.
Assets	April 1, 2019	April 1, 2019
Fixed asset	887,000	1,846,922
Loan and advances		94,010
Cash and bank balance	5,982,670	6,776,623
	<b>6,869,670</b>	<b>8,717,555</b>
Liabilities		
Short term provision	58,711	31,969
Other current liabilities	7,500	7,500
	<b>66,211</b>	<b>39,469</b>
Net worth	<b>6,803,459</b>	<b>8,678,086</b>

The merger of APIS Natural and Modern

Herbals has been accounted as per 'Pooling of interest' method according to which the identity of the reserves (of the transferors) shall be preserved and shall appear in the financial statements of the transferee in the same form in which they appeared in the financial statements of the transferor. Consequently, all the reserves of the transferors have been recorded at their respective book values and their identity has been preserved.

## 2 SIGNIFICANT ACCOUNTING POLICIES

### 2.1 USE OF ESTIMATES

The preparation of the CFS in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the CFS and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these CFS. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the CFS.

### 2.2 PROPERTY PLANT & EQUIPMENT

- a) Property, plant and equipment are stated at cost net of taxes less accumulated depreciation and/or impairment loss, if any. All costs such as freight, non recoverable duties & taxes and other incidental expenses until the property, plant and equipment are ready for use, as intended by management and borrowing cost attributable to the qualifying property, plant and equipments are capitalized. Assets

- costing less than Rs. 5,000/- are fully depreciated in the year of purchase in merging unit.
- b) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.
- c) Capital work in progress represents expenditure incurred in respect of capital projects which are carried at cost. Cost includes land, related acquisition expenses, development and construction costs, borrowing costs and other direct expenditure.
- d) The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.
- e) Depreciation on property, plant and equipment has been provided in accordance with written down value method and in the manner prescribed in Schedule II to the Companies Act, 2013.

Intangible assets, Brand Developments and Trademarks, have been amortised to their nominal values and used SLM method for amortisation of the assets and computer software, have been amortised to their nominal values and used WDV method for amortisation of the Assets.

- f) In respect of assets added/discharged off during the year, depreciation is charged on pro-rata basis with reference to the month of addition/dischposal.

- g) Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.

### 2.3 INTANGIBLE ASSET

Intangible assets are recognized as per the criteria specified in Indian Accounting Standard (Ind As) 38 "Intangible Assets" issued by the Ministry of Corporate Affairs, Government of India.

### 2.4 FINANCIAL INSTRUMENTS

#### Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

#### Subsequent measurement

*Financial assets carried at amortised cost*  
A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

#### Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition in accordance with Ind AS 109 "Financial Instruments" issued by the Ministry of Corporate Affairs, Government of India. A financial liability (or a part of a financial liability) is derecognized from the Group's

Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

## 2.5 IMPAIRMENT

### Financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

### Non-financial assets

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss, if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is

increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## 2.6 PROVISIONS

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognised but are disclosed by way of notes to the financial statements, after careful evaluation by the management of the facts and legal aspects of each matter involved. Contingent assets are neither recognised nor disclosed in the financial statements.

Contingent liabilities are assessed continually to determine whether an outflow of resources embodying the economic benefit has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as contingent liability, a provision is recognised in the financial statements of the period in which the change in probability occurs.

## 2.7 BORROWING COST

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets to the extent they relate to the period till such assets are ready to be put to use, while other borrowing costs are recognized as expenses in the year in which they are incurred. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

## 2.8 INVENTORIES

- i) Raw materials, consumables stores and spares are valued at lower of cost and net realizable value. Work in progress and finished goods are valued at lower of cost and net realizable value.

The costs of work in progress and finished goods include costs of raw material, conversion cost and other costs incurred in bringing the inventories to their present location and condition. Cost of inventories is computed on weighted average/FIFO/specific identification, as applicable.

- ii) Scrap is valued at the net realisable value.

Net Realisable Value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

## 2.9 FOREIGN CURRENCY TRANSACTIONS

In preparing the financial statements of the Group, transactions in currencies other than the Group's functional currency i.e. foreign currencies are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated

Exchange differences on monetary items are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise.

## 3.0 TAXATION

Income tax expense represents the sum of the tax currently payable and deferred tax.

### Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported

in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

### Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in



equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### 4.00 REVENUE RECOGNITIONS

##### i) Revenue from contracts with customers

The Company adopted Ind AS 115 "Revenue from Contracts with Customers" w.e.f. April 1, 2018, issued by the Ministry of Corporate Affairs, using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018.

Pursuant to the application of Ind AS-115, the Company has applied following accounting policy for revenue recognition:

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- a) The customer simultaneously receives and consumes the benefits provided by the Company's performance as the entity performs; or
- b) The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- c) The Company's performance does not create an asset with an alternative use to the Company and the entity has an enforceable right to payment for performance completed to date.

For performance obligations, where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue is recognised either at point of time and over a period to

time based on various conditions as included in the contracts with customers.

##### (ii) Others:

- a) Sales are recognised on dispatch of goods except in the case of exports which are accounted for on the date of custom clearance. However in some cases export is accounted on the terms of contract executed with respective customers.
- b) Interest income is recognized using effective interest method.
- c) Export benefits are recognised on accrual basis at the anticipated realisable value.
- d) Forfeiture due to non fulfilment of obligations by counter parties is accounted as Revenue on unconditional appropriation.
- e) Service receipts and interest from customers is accounted for on accrual basis.
- f) Divided income is recognised when the shareholder or unit holder's right to receive payment is established, which is generally when shareholder approve the dividend.
- g) Share of profit/loss from firm in which the Company is a partner is accounted for in the financial year ending on the date of the Balance Sheet.
- h) Interest on arrears of allotment money is accounted in the year of receipt.

#### 4.01 OPERATING SEGMENT

"Operating segments are reported in the manner consistent with the internal reporting provided to the chief operating decision (CODM). The chief financial officer of APIS India Limited has been

identified as CODM and he is responsible for allocating the resources, assess the financial performance and position of the Group and makes strategic decisions.

The Group has identified one reportable segment based on the information reviewed by the CODM.”

#### **4.02 CASH FLOW STATEMENT**

The Consolidated Cash Flow Statement is prepared by the indirect method set out in Indian Accounting Standard-7 on Cash Flow Statements and presents cash flows by operating, investing and financing activities of the Group. The Group considers all highly liquid financial instruments, which are readily convertible into cash, to be cash equivalents.

#### **4.03 EARNING PER SHARE**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

#### **4.04 FINANCIAL INSTRUMENTS**

Financial Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit

or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### **4.05 FINANCIAL ASSETS**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### **4.06 FIRST-TIME ADOPTION - MANDATORY EXCEPTIONS, OPTIONAL EXEMPTION**

##### **Overall principle**

“The Group has prepared the opening balance sheet as per Ind AS as of April 1, 2016 (the transition date) by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to an optional exemptions availed by the Group as detailed below:”

##### **Investments in subsidiaries and associates**

The Group has elected to continue with the carrying value of its investments in subsidiary companies and associate companies as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

#### **4.07 CURRENT VERSUS NON-CURRENT CLASSIFICATION**

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- i) Expected to be realised or intended to be sold or consumed in normal operating cycle.

- ii) Held primarily for the purpose of trading.
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle.
- ii) It is held primarily for the purpose of trading.
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current

#### 4.08 LEASES

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and

circumstances that create an economic incentive for the Group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Group revises the lease term if there is a change in the non-cancellable period of a lease. The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

#### 4.09 RECENT PRONOUNCEMENTS

On March 23, 2022, the Ministry of Corporate Affairs (“MCA”) notified new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time as below:

##### Balance Sheet:

- (a) Lease liabilities should be separately disclosed under the head ‘financial liabilities’, duly distinguished as current or non-current.
- (b) Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- (c) Specified format for disclosure of shareholding of promoters.
- (d) Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- (e) If a Company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- (f) Specific disclosure under ‘additional regulatory requirement’ such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial

personnel (KMP) and related parties, details of benami property held etc.

**Statement of Profit and Loss:**

- (a) Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual

currency specified under the head 'additional information' in the notes forming part of financial statements.

The amendments are extensive and the Company will evaluate the same to give effect to them as required by law.



**NOTE 3 - CONSOLIDATED PROPERTY, PLANT AND EQUIPMENT AS AT MARCH 31, 2023**

(₹ in lakhs)

Particulars	Tangible Assets							Intangible Assets		Total Intangible Assets	Capital work in progress	
	Land	Building	Plant and Machinery	Furniture & Fixtures	Vehicles	Office Equipment	Computer	Computer Software	Franchisee Fee (Food Division)*			
<b>GROSS BLOCK</b>												
Cost as at 31.03.2022	43.37	724.06	1,705.25	22.72	268.22	73.22	3.68	21.09	158.40	179.48	-	-
Reclassification												
Acquisition	-	-	62.59	2.84	38.20	3.21	6.50	-	-	-	-	2.88
Retirement/Transfer	-	-	-	-	70.00	-	-	-	-	-	-	-
Cost as at 31.03.2023	43.37	724.06	1,767.84	30.85	317.03	87.78	40.39	21.09	158.40	179.48	2.88	-
<b>DEPRECIATION BLOCK</b>												
Accum. Dep.as at 31.03.2022	-	322.47	1037.72	22.37	161.48	64.14	1.84	15.40	158.40	173.79	-	-
Reclassification												
Dep. for year	-	40.68	129.73	2.06	47.78	3.48	3.33	-	-	-	-	-
Ajustmnet	-	-	-	-	69.77	-	-	-	-	-	-	-
Accum. Dep.as at 31.03.2023	-	363.14	1,167.45	24.43	220.10	78.98	35.38	15.40	158.40	173.79	-	-
<b>NET BLOCK</b>												
Cost as at 31.03.2022	43.37	401.60	667.53	5.65	106.74	9.08	1.84	5.69	-	5.69	-	-
Cost as at 31.03.2023	43.37	360.92	600.39	6.42	96.93	8.80	5.01	5.69	-	5.69	2.88	-

Note : Depreciation % Changed based on Part "C" of Schedule II of Companies Act, 2013 applicable w.e.f 01.04.2014

**4 INVESTMENTS**

(₹ in Lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
<b>Non-current</b>			
<b>In equity instruments-Unquoted<sup>^</sup></b>			
Subsidiary		-	-
Associate		1,642.01	656.98
Other		823.03	756.92
	(a)	<b>2,465.04</b>	<b>1,413.90</b>
<sup>^</sup> Refer to Note-4.1			
<b>Current</b>			
Investment in 40000-IDBI mutual funds <sup>^</sup>		6.18	6.37
	(b)	<b>6.18</b>	<b>6.37</b>
Aggregate cost of investments	(a+b)	<b>2,471.22</b>	<b>1,420.27</b>
<sup>^</sup> Market value of mutual funds as at March 31, 2023 (March 31, 2022)			

**5 LOAN AND ADVANCES**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Non-current</b>		
<b>Unsecured, considered good</b>		
<b>Security deposits<sup>^</sup></b>	<b>113.47</b>	<b>86.43</b>
Deferred Security	7.36	8.36
	<b>120.83</b>	<b>94.79</b>
<sup>^</sup> Include deposit of Rs. 70 lakhs (Rs. 70 lakhs) against rent is held with one of the Directors and his relative.		

**6 OTHER FINANCIAL ASSETS**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Non-current</b>		
Deposits with original maturity period of more than 12 months <sup>^</sup>	1,612.58	733.37
	<b>1,612.58</b>	<b>733.37</b>
<sup>^</sup> Fixed deposits held by various government departments as security.		

**7 OTHER NON-CURRENT ASSETS**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Other advances</b>		
Deposits with Government Authorities	148.54	143.54
	<b>148.54</b>	<b>143.54</b>

**Note No. 4.1 - Investments-Non Current**

Name of the body corporate	Country of incorporation	Paid up value per share	Extent of holding		As at March 31, 2023		As at March 31, 2022	
			2022-23	2021-22	Shares	Amount	Shares	Amount
					Nos.	₹ in lakhs	Nos.	₹ in lakhs
		₹/AED	%	%				
<b>In equity instruments (At cost)</b>								
<b>(Unquoted, fully paid up)</b>								
<b>(a) In subsidiaries</b>								
Anantdrishti Smart India Private Limited	India	10.00	100.00	100.00	10,000.00	1.00	10,000.00	1.00
Nature's Family Tree Foods Private Limited	India	10.00	100.00	100.00	10,000.00	1.00	10,000.00	1.00
	<b>Total (i)</b>				<b>20,000.00</b>	<b>2.00</b>	<b>10,000.00</b>	<b>2.00</b>
<b>(b) In associates</b>								
Kapil Anand Agro Private Limited	India	10	50	50.00	15319	1.53	15319	1.53
APIS Pure Foodstuff Trading LLC	Dubai	1000	49	49.00	147	1.47	147	1.47
	<b>Total (ii)</b>				<b>15,466</b>	<b>3.00</b>	<b>15,466</b>	<b>3.00</b>
<b>Total ( i+ii)</b>	<b>Total (i+ii)</b>				<b>35,466</b>	<b>5.00</b>	<b>35,466</b>	<b>5.00</b>

**8 DEFERRED TAX ASSET (NET)**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022	(Charged)/ credited to the statement of Profit and Loss for the year ended March 31, 2023
	₹	₹	₹
Deferred tax liability			
(a) Depreciation and amortisation	-	50.75	(50.75)
(b) Gratuity	5.98	5.98	-
(c) Remeasurement of employee benefit	23.60	23.60	-
	<b>29.58</b>	<b>80.33</b>	<b>(50.75)</b>

**9 INVENTORIES**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Raw material	5,207.09	4,815.88
Work in progress	82.06	304.03
Finished goods	3,725.76	4,688.32
Packing materials and consumable stores	470.48	1,185.89
	<b>9,485.39</b>	<b>10,994.12</b>

**10 TRADE RECEIVABLES**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Unsecured, considered good*^	7,888.51	8,536.53
Less : Expected Credit loss	(42.38)	(21.19)
	<b>7,846.13</b>	<b>8,515.34</b>

**11 CASH AND CASH EQUIVALENTS**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Balances with Banks		
On current accounts	52.87	190.80
Cash in hand	72.99	54.68
	<b>125.87</b>	<b>245.48</b>

**12 OTHER FINANCIAL ASSETS**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Unsecured, considered good	2.44	10.21
Interest accrued on investments and fixed deposits	<b>2.44</b>	<b>10.21</b>

**13 OTHER CURRENT ASSETS**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
Unsecured, considered good		
Advances to suppliers	305.46	682.38
Input receivable from Government authorities	1,781.29	1,268.99
Prepaid expenses	37.53	19.43
License in hands	-	-
Others	74.39	64.89
	<b>2,198.66</b>	<b>2,035.70</b>



**14 SHARE CAPITAL**

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Authorised</b>		
92,00,000 (92,00,000) equity shares of ₹ 10 (₹ 10) each	1,330.00	1,330.00
3,50,000 (3,50,000) 4% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 100 (₹ 100)	-	-
	<b>1,330.00</b>	<b>1,330.00</b>
^ The Company has received an order from Hon'ble National Company Law Tribunal (NCLT), Delhi Bench and as per order dated 16/01/2023 the Authorised Share Capital of Apis Natural Products Privat Limited ("Transfor Co-1") and Modern Herbals Private Limited ("Transfor Co-2") has been merged with Apis India Limited ("Transfree Company") and the preference share capital has been cancelled and is being the part of Authorised share capital of Apis India Limited. According the the Scheme of Amalgamation approved by Hon'ble NCLT the appointed date is 01/04/2019 and the Company has taken effect of merger in its previous year balance sheet also.		
<b>Issued, subscribed and paid up capital</b>		
55,10,076 (55,10,076) equity shares of ₹ 10 (₹ 10) each fully paid up	551.01	551.01
	<b>551.01</b>	<b>551.01</b>
3,50,000 (3,50,000) 4% non-convertible, non-cumulative, redeemable preference shares of Rs. 100 (Rs. 100) each fully paid up	-	-

**Notes:**

(a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period:

Particulars	March 31, 2023		March 31, 2022	
	Nos.	₹ lakhs	Nos.	₹ lakhs
Outstanding at the beginning of the year	5,510,076	551.01	5,510,076	551.01
Outstanding at the end of the year	5,510,076	551.01	5,510,076	551.01

(b) Right, preference and restrictions attached to equity shares

The Company has equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by shareholders holding more than 5% of the aggregate equity shares in the Company

Name of shareholder	March 31, 2023		March 31, 2022	
	Nos.	% of holding	Nos.	% of holding
<b>Equity shares</b>				
Prem Anand	1,131,242	20.53	1,131,242	20.53
Amit Anand	964,364	17.50	964,364	17.50
Vimal Anand	962,553	17.47	962,553	17.47
Manisha Anand	428,000	7.77	428,000	7.77
Sakshi Anand	428,000	7.77	428,000	7.77
Surya Meditech Ltd.	-	-	342,655	6.22
Shridhar Financial Services Ltd.	-	-	909,785	16.51
Ravi Goyal-HUF	850,010	15.43	-	-
Ashwani Vats	443,358	8.05	-	-

(d) Disclosure of shareholding of promoters as at March 31, 2023, is as follows:

Promoter name	March 31, 2023		March 31, 2022		% change during the year
	Number of Shares	% of Total Shares	Number of Shares	% of Total Shares	
Prem Anand	1,131,242	20.53	1,131,242	20.53	-
Amit Anand	964,364	17.50	964,364	17.50	-

Vimal Anand	962,553	17.47	962,553	17.47	-
Manisha Anand	428,000	7.77	428,000	7.77	-
Sakshi Anand	428,000	7.77	428,000	7.77	-
Apis Natural Products Private Limited	59,220	1.07	59,220	1.07	-
Modern Herbals Private Limited	143,820	2.61	143,820	2.61	-

## 15 BORROWINGS

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Non-current</b>		
<b>Secured</b>		
Term loan		
Canara Bank-GECL 2.0 funds*	297.92	460.42
Canara Bank-GECL 2.0 Ext-funds*	300.15	335.00
Vechile loan		
Canra Bank *	10.14	12.40
Canra Bank *	22.26	-
Daimler Financial Services*	33.62	45.08
<b>Unsecured</b>		
Bajaj Finanace Limited	-	11.97
Loan from related party		
Director	2.50	-
	<b>666.59</b>	<b>864.86</b>

- \* **Terms of classification of Canara Bank Limited- GECL 2.0 Fund**  
Term loan is under Guaranteed Emergency Credit Line (GECL 2.0) is secured against second pari passu charge on current asset, collateral security and personal and corporate guarantee.
- \* **Terms of classification of Canara Bank Limited- GECL 2.0 Ext-Fund**  
Term loan is under Guaranteed Emergency Credit Line (GECL 2.0 Ext) is secured against second pari passu charge on current asset, collateral security and personal and corporate guarantee.
- \* **Terms of classification of Canara Bank Limited**  
Secured against hypothecation of respective vehicles. Repayable in equated monthly installments over different periods till November 2027.
- \* **Terms of classification of Daimler Financial Services**  
Secured against hypothecation of respective vehicles. Repayable in equated monthly installments over different periods till September 2026.

## 16 BORROWINGS

(₹ in Lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Current</b>		
<b>Secured</b>		
Loans repayable on demand		
<b>From Canara Bank</b>		
Packing credit facilities	1,769.65	2,355.05
Foreign bills discounting facilities	-	635.36
Cash Credit facilities	2,047.11	434.28
<b>From Kotak Bank</b>		
Domestic bills discounting facilities	-	499.36
Cash Credit facilities	-	1,140.92
<b>From Yes Bank</b>		

Foreign bills discounting facilities	-	-
<b>From SCB Bank</b>		
Cash Credit facilities	1,994.97	2,724.28
(a)	<b>5,811.72</b>	<b>7,789.26</b>
<b>Current</b>		
<b>Unsecured</b>		
Security deposit	46.51	59.04
Deferred security deposit	-	2.96
Loans from body corporate	-	239.97
Loans from related parties		
Prem Anand-Directors	632.00	972.00
(b)	<b>678.51</b>	<b>1,273.97</b>
(a)+(b)	<b>6,490.23</b>	<b>9,063.23</b>

**Notes:**

- (a) Borrowings from Canara Bank in the nature of packing credit facilities and foreign bill discounting are secured by way of first pari passu charge on stock of raw materials, stock in process, stores and spares, trade receivables, finished goods, bills receivables. The aforesaid facilities are secured by collateral, corporate guarantee and personal guarantees of promoter directors.
- (b) Borrowings from Kotak Mahindra Bank in the nature of packing credit facilities and domestic bill discounting are secured by way of first pari passu charge on stock of raw materials, stock in process, stores and spares, trade receivables, finished goods, bills receivables. The aforesaid facilities are secured by collateral, corporate guarantee and personal guarantees of promoter directors.
- (c) Borrowings from Standard Chartered Bank in the nature of cash credit facilities and overdraft facility are secured by way of first pari passu charge on stock of raw materials, stock in process, stores and spares, trade receivables, finished goods, bills receivables. The aforesaid facilities are secured by collateral and personal guarantees of promoter directors.
- (d) Loans from related parties represents interest bearing unsecured loans obtained from its director, which loan is repayable wherever stipulated or as mutually agreed. There is no repayment of principal or payment of interest due by the Company as at the year end.
- (e) Loans from related parties represents interest bearing unsecured loans obtained from its director, which loan is repayable wherever stipulated or as mutually agreed. There is no repayment of principal or payment of interest due by the Company as at the year end.
- (f) The Company has not made any default in repayment as at the reporting date in respect of aforesaid (a),(b),( c), ( d ) and (e) facilities.

**17 TRADE PAYABLES**

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Dues of micro, small and medium enterprises	179.65	378.82
Dues to other than micro, small and medium enterprises^	4,360.34	3,780.85
	<b>4,539.99</b>	<b>4,159.66</b>

**Note:**

- (i) The Company has not received the required information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been made.
- (ii) Trade payables ageing schedule:

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
(a) Micro, small and medium enterprises (MSME)	177.26 (378.24)	- -	- -	- -
(b) Others	3,962.01 (3,308.45)	142.35 (375.54)	161.55 (10.41)	6.91 (84.61)
(c) Disputed dues-MSME	- -	0.24 (0.44)	2.16 (0.13)	- -
(d) Disputed dues-Others	-	-	-	84.09

**18 OTHER FINANCIAL LIABILITIES**

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Current maturities for long term debt	216.00	245.15
Expenses payable	338.63	277.88
Others payables	426.87	172.64
	<b>981.50</b>	<b>695.67</b>

**19 OTHER CURRENT LIABILITIES**

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Advances from customers	629.28	489.67
Statutory dues	53.96	93.22
	<b>683.24</b>	<b>582.89</b>

**20 PROVISIONS**

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Non-current</b>		
Provision for employee benefits		
Gratuity (unfunded)	73.78	10.43
	(a) 73.78	10.43
<b>Current</b>		
Provision for employee benefits		
Gratuity (unfunded)	4.41	92.34
Bonus	21.89	30.20
<b>Others</b>		
Income tax	44.15	239.63
For VAT liability	8.82	8.82
	(b) -	-
	<b>(a)+(b) 153.06</b>	<b>381.42</b>

**21 REVENUE FROM OPERATIONS**

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Sale of products		
Exports	15,849.12	12,944.38
Domestic	16,881.11	16,138.54
Other operating revenue		
Scrap sales	191.96	120.59
Export benefits	99.23	33.82
Exchange fluctuation	177.55	287.39
	<b>33,198.97</b>	<b>29,524.72</b>



**22 OTHER INCOME**

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
On fixed deposits	48.92	25.60
Loan to related party	-	-
Others	-	-
Dividend receipts	-	-
Insurance claims	0.50	1.94
Amounts written back	-	-
Unwinding of interest on security deposit	-	-
Fair valuation of investment in MF	-	0.88
Unwinding of lease liability	49.22	41.81
Profit on sale of vehicle	2.33	-
Other	0.11	2.25
	<b>101.08</b>	<b>72.47</b>

**23 COST OF MATERIAL CONSUMED**

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Raw materials, packing materials and consumable stores		
Opening stock	6,001.77	6,557.05
Add: Purchases	21,188.18	19,127.83
	<b>27,189.95</b>	<b>25,684.88</b>
Less: Closing stock	<b>5,677.58</b>	6,001.77
	<b>21,512.38</b>	<b>19,683.11</b>

**24 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS**

(₹, lakhs)

Particulars	Notes	March 31, 2023	March 31, 2022
<b>Opening stock</b>			
Finished goods-Manufactured		4,688.32	3,844.67
Work-in-progress		304.03	315.87
	(a)	<b>4,992.35</b>	<b>4,160.53</b>
<b>Closing Stock</b>			
Finished goods-Manufactured		3,725.76	4,688.32
Work-in-progress		82.06	304.03
	(b)	3,807.81	4,992.35
(Increase)/decrease in inventories	(a) + (b)	<b>1184.54</b>	(831.82)

**25 MANUFACTURING EXPENSES**

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Fuel Charges	131.00	149.29
Repair and maintenance-Factory	267.45	173.36
Laboratory and testing	188.99	221.05
Power and electricity	162.19	104.88
Wages	738.02	814.32
Contribution to provident and other funds	14.16	90.42

Staff welfare	46.07	39.00
Rent of clod storage	44.61	78.09
	<b>1,592.48</b>	<b>1,670.41</b>

## 26 EMPLOYEE BENEFIT EXPENSE

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Salaries and wages	1,869.99	1,859.00
Staff welfare	16.40	14.47
	<b>1,886.39</b>	<b>1,873.46</b>

## 27 FINANCE COST

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Interest expenses on		
Term loans	-	-
Vehicle loans	-	2.88
Working capital facilities	708.71	696.38
Other	-	-
Other borrowing costs	32.65	27.87
Fair valuation of investment in MF	0.20	-
Unwinding of security deposits	0.88	0.30
Notional interest on NCNCRPS	-	-
	<b>742.44</b>	<b>727.43</b>

## 28 DEPRECIATION AND AMORTISATION

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Depreciation on tangible assets	227.07	226.54
Amortization of intangible assets	-	15.84
Depreciation on lease asset	47.64	44.95
	<b>274.71</b>	<b>287.33</b>

## 29 OTHER EXPENSES

(₹, lakhs)

Particulars	March 31, 2023	March 31, 2022
Travelling and conveyance	54.51	39.76
Legal, professional and commission	74.65	89.91
Rent	157.83	225.50
Office expenses	22.17	9.99
Taxes and penalties	9.76	8.52
Fees and subscription	36.43	33.76
Insurance	32.42	26.12
Postage and telephone	23.74	19.85
Foreign Exchange loss	-	-
Printing and stationary	8.51	7.60
Bank charges	8.21	3.15
Advertisement	-	-
<b>Auditor's remuneration:</b>		

As audit fees	7.18	4.18
Taxation and certification	-	
Out of pocket expenses	0.50	0.15
Tax and Transfer Pricing Audit fee	4.00	2.00
Amounts written off	0.89	0.02
Bad debts	-	-
Miscellaneous	0.08	0.70
<b>Selling and distribution</b>		
Shipment charges	518.65	537.71
Sales and business promotion	13.56	7.33
Freight outward	208.60	194.53
Packing expenses	32.07	18.03
Shortage, rebate and discount	2.48	15.45
Export inspection agency charges	18.18	30.73
ECGC charges	80.51	53.51
Clearing and forwarding Expenses	128.45	<b>96.74</b>
Cartage on own brand sale	1,363.76	<b>1,426.59</b>
Expenses on own brand sale	1,928.46	2,171.27
Commission of sale	37.00	<b>228.49</b>
	<b>4,793.78</b>	<b>5,272.78</b>

### 30 CONTINGENT LIABILITIES

(₹, lakhs)

	March 31, 2023	March 31, 2022
(to the extent not provided for)		
a) Claims against the Company not acknowledged as debts	948.81	952.56
* These are pending in respect of following authorities		
Sales Tax, Punjab	69.49	69.49
Customs, New Delhi	11.47	11.47
Sales Tax, Uttrakhund	655.35	655.35
Sales Tax, Karnataka	2.23	2.23
Sales Tax, Telangana	-	3.75
Income Tax	101.69	101.69
Income Tax Appeal	41.96	41.96
Liability against C form	8.82	8.82
Sales Tax, Delhi	55.72	55.72
	<b>948.81</b>	<b>952.56</b>

31 In the opinion of the Board, all assets other than fixed assets and non current investments, have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

32 Balances grouped under trade receivables, trade payables and loans and advances recoverable in cash or in kind are subject to confirmation from subjective parties.

33 (a) Earnings in foreign exchange (on accrual basis) (₹ lakhs)

S.No.	Particulars	March 31, 2023	March 31, 2022
	<b>(a) Earnings in foreign exchange (on accrual basis)</b>		
(i)	FOB value of exports	<b>15,702.73</b>	<b>12,667.55</b>
	<b>(b) Expenditure in foreign exchange (on accrual basis)</b>		
(i)	Value of import on CIF basis	47.14	393.06

(ii) Travelling and business promotion	0.98	5.47
(iii) Exhibition	-	-
(iii) Testing charges	90.36	87.55
(iv) Professional fees and subscription	-	2.61
(v) Repair and maintenance	5.58	11.23

(a) Gross amount required to be spent by the Company during the year is ₹ 14.60 Lakhs.

(b) Amount spent during the year on

(₹ lakhs)

Particulars	In cash	Other than cash	Other than cash
(i) Rural development	-	-	-
(ii) On purposes other than (i) above	-	12.00	12.00
<b>Total</b>	-	12.00	12.00

### 34 Earning Per Share (EPS)

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average of the number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earnings per equity share are as stated below:

Particulars	March 31, 2023	March 31, 2022
(i) Net profit available for equity shareholders	1,849.52	740.72
(ii) Weighted average number of equity shares outstanding for calculation of		
- Basic EPS	55.10	55.10
- Diluted EPS	55.10	55.10
(iii) Nominal value of per equity share (₹ )	10	10
(iv) Earning per share (i)/(ii)		
- Basic EPS (₹ )	33.57	13.44
- Diluted EPS (₹ )	33.57	13.44

### 35 Related Party Disclosures:

Pursuant to Ind AS-24 "Related Party Disclosures", following parties are to be treated as related parties:

#### (a) Name of related parties and description of relationship

##### Key management personnel

Prem Anand	Chairperson
Amit Anand	Managing Director
Vimal Anand	Whole Time Director
Manisha Anand	CFO
Vikas Aggarwal	Company Secretary
Sakshi Anand	Relative of key management
Karan Ahooja	Independent Director
Sushil Gupta	Independent Director
Naveen Kumar#	Independent Director
Sunita Chaddha	Independent Director

\*Resigned w.e.f 18.02.2023

#Resigned w.e.f 31.01.2023

##### Enterprises over which Key Management Personnel exercise significant influence

A-One Enterprises	Proprietorship of Amit Anand
Skyway International Industries FZE	Proprietorship of Vimal Anand

##### Associate company

APIS Pure Foodstuff Trading LLC
Kapil Anand Agro Private Limited

Note: Related parties relationship is as identified by the Company and relied upon by the Auditors.

#### (b) Transactions with related parties during the year (excluding reimbursements)

(₹ Lakhs)

Nature of transaction	Related Party	March 31, 2023	March 31, 2022
Rent paid	Prem Anand	54.00	54.00
Remuneration for service rendered	Vimal Anand	10.50	10.50
Remuneration for service rendered	Amit Anand	10.50	10.50
Remuneration for service rendered	Sakshi Anand	84.00	84.00
Remuneration for service rendered	Manisha Anand	40.77	84.00
Remuneration for service rendered	Prem Anand	13.20	13.20



Remuneration for service rendered	Vikas Aggarwal	12.22	12.37
Remuneration for service rendered	Atul Singh	-	3.72
Remuneration for service rendered	Pankaj Mishra	-	30.62
Unsecured Loans	Prem Anand	340.00	372.00
Sale of finished good	A-One Enterprises	-	23.55
Purchase of finished good	A-One Enterprises	-	53.78
Sale of finished good	APIS Pure Foodstuff Trading, LLC	2,414.47	2,259.23
Purchase of finished goods	Kapil Anand Agro Pvt Limited	348.32	366.70

**(c) Amount outstanding as at the end of the year**
**(₹ Lakhs)**

Account head	Related Party	March 31,2023	March 31,2022
Other financial asset	Prem Anand	70.00	70.00
Trade receivable	A-One Enterprises	-	7.38
Other financial liability-Remuneration	Amit Anand	0.69	1.27
Other financial liability-Remuneration	Prem Anand	0.84	0.47
Other financial liability-Remuneration	Vimal Anand	0.65	1.77
Other financial liability-Rent outstanding	Prem Anand	-	-
Other financial liability-Unsecured Loan	Prem Anand	632.00	972.00
Other financial liability-Remuneration	Sakshi Anand	2.80	1.98
Other financial liability-Remuneration	Manisha Anand	66.88	53.92
Other financial liability-Remuneration	Vikas Aggarwal	1.76	1.16
Other financial liability-Remuneration	Atul Singh	-	0.62
Other financial liability	Aone Enterprises	86.00	265.87
Other financial liability	Amit Anand	-	0.70
Other financial liability	APIS Pure Foodstuff Trading, LLC	-	32.89
Trade receivable	APIS Pure Foodstuff Trading, LLC	611.36	2,118.26
Other financial asset	APIS Pure Foodstuff Trading, LLC	-	-
Other financial asset	Prem Anand	1.00	7.74
Other financial liability	Kapil Anand Agro Pvt Limited	15.51	42.89

- 36 a) The CFS include the accounts of the parent Company and the subsidiaries (as listed below). The subsidiaries of the Company have been defined as those entities in which the Company owns directly or indirectly more than one half of the voting power or otherwise has power to exercise control over the composition of the Board of Directors of such entities. The financial statements of subsidiaries are consolidated from the date on which effective control is acquired and are excluded from consolidation from the date such control ceases.

S.No.t	Name of subsidiaries	Country of incorporation	Proportion of ownership Interest	
			2022-2023	2021-2022
1	Anantadrishti Smart India Private Limited	India	100%	100%
2	Nature's Family Tree Foods Private Limited	India	100%	100%

- b) The CFS are prepared using uniform accounting policies for the transactions and other events in similar circumstances.  
c) Figures pertaining to the subsidiary have been reclassified wherever necessary to bring them in line with the Company's Financial Statements.

**37 Additional information as required under Schedule III of the Companies Act, 2013:**

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of profit or (loss)	
	As % of consolidated net assets	Rupees	As % of consolidated net profit or (loss)	Rupees
<b>Parent</b>				
APIS India Limited	86.94%	10,044.74	100.23%	30,027.27
<b>Subsidiaries-Indian</b>				

Anantdrishti Smart India Private Limited	-0.84%	(97.89)	-0.23%	(67.55)
Nature's Family Tree Foods Private Limited	0.00%	-0.35	(0.00)	(0.13)
Elimination	14.55%	1,694.16	0.00	(0.29)
	<b>100.00%</b>	<b>11,641.36</b>	<b>100.00%</b>	<b>29,959.30</b>

## 38 FINANCIAL INSTRUMENTS

### Capital Management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
Borrowings (long-term and short-term, including current maturities of long term borrowings)	7,156.83	9,928.09
Trade payables	4,539.99	4,159.66
Other payables	765.49	450.52
Less: Cash and cash equivalents	(125.87)	(245.48)
<b>Net debt</b>	<b>12,336.45</b>	<b>14,292.78</b>
Equity share capital	551.01	551.01
Other equity	11,002.83	9,188.87
<b>Total capital</b>	<b>11,553.84</b>	<b>9,739.88</b>
Capital and net debt	23,890.29	24,032.67
Gearing ratio (Net debt/Capital and Net debt)	51.64%	59.47%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

(₹ lakhs)

Particulars	March 31, 2023	March 31, 2022
<b>Categories of financial instruments</b>		
<b>Financial assets</b>		
Financial assets at amortised cost		
<b>Non-current</b>		
Investment	2,465.04	1,417.44
	<b>4,077.62</b>	<b>2,150.81</b>
<b>Current</b>		
Investments	6.18	6.37
Trade receivables	7,846.13	8,515.34
Cash and cash equivalents	125.87	245.48
Other financial assets	2.44	10.21
	<b>7,980.61</b>	<b>8,777.40</b>

<b>Financial Liability</b>		
Financial liabilities at amortised cost		
<b>Non-current</b>		
Borrowings	666.59	864.86
	666.59	864.86
<b>Current</b>		
Borrowings	6,490.23	9,063.23
Trade payables	4,539.99	4,159.66
Other financial liabilities	981.50	695.67
	<b>12,011.73</b>	<b>13,918.56</b>

### 39 Fair value measurements

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The following is the basis of categorising the financial instruments measured at fair value into Level 1 to Level 3: Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices). Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Trade receivables, cash & cash equivalents, other bank balances, loans, other current financial assets, trade payables and other current financial liabilities: Approximate their carrying amounts largely due to short-term maturities of these instruments.

Management uses its best judgment in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of all the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of the financial instruments subsequent to the respective reporting dates may be different from the amounts reported at each year end.

### 40 Financial risk management objectives

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and land advances that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

#### A. Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as equity price risk and commodity/realestate risk. Financial instruments affected by market risk include loans and borrowings.

#### B. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including refundable joint development deposits, security deposits, loans to employees and other financial instruments.

#### Trade receivables

- i) Receivables resulting from sale of Goods: Customer credit risk is managed by requiring customers to pay advances before Sale of Goods, therefore, substantially eliminating the Company's credit risk in this respect.
- ii) Receivables resulting from other than sale of Goods: Credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored. The impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogeneous groups and assessed for impairment collectively.

**Financial Instrument and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2017 and 2016 is the carrying amounts.

**C. Liquidity risk**

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

41 Figures have been rounded off to the nearest lakhs.

42 Figures in brackets pertain to previous year, unless otherwise indicated.

The accompanying notes form an integral part of the audited standalone financial statements.

AS PER OUR REPORT OF EVEN DATE  
For G A M S & Associates, LLP  
CHARTERED ACCOUNTANTS

For and on Behalf of the Board of Directors

**Anil Gupta**  
Partner  
Membership No: 088218  
UDIN : 23088218BGWJXC1645

**Prem Anand**  
(Director & Chairperson)  
DIN:00951873

**Vimal Anand**  
(Director)  
DIN: 00951380

**Amit Anand**  
(Managing Director)  
DIN: 00951321

**Manisha Anand**  
(CFO)

Date : May 30, 2023  
Place : New Delhi

**FORM -AOC-1**

(Pursuant to first proviso to sub-section 129 read with rule 5 of Companies (Accounts) Statement containing salient features of the financial statement of subsidiaries/ associates companies/ joint ventures

**Part-'A' Subsidiaries**

(information in respect of each subsidiary to be presented with amount in (₹ In lakhs)

S.No	Name of the Subsidiary	"Reporting period for the subsidiary concerned, if differing from the holding company's reporting period"	"Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries"	Share Capital	Reserve & Surplus	"Total Assets"	"Total Liabilities"	Investments	Turnover	"Profit before taxation"	"Provision for taxation"	"Profit after taxation"	"Proposed Dividend"	% of Shareholding
1	Anantadrishhti Smart India Pvt. Ltd	31.03.2023	N.A	1.00	(201.90)	728.47	929.37	720.01	2.01	(67.55)	-	(67.55)	-	100%
2	Nature's Family Tree Foods Pvt. Ltd	31.03.2023	N.A	1.00	(0.65)	3.03	2.68	-	-	(0.13)	-	(0.13)	-	100%

**Notes:**

- Names of subsidiaries which are yet to commence operations N.A
- Names of subsidiaries which have been liquidated or sold during the year. N.A

**Part "B": Associate and Joint Venture**

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures (₹ in lakhs)

	Name of Associate/ Joint Venture	APIS Pure Foodstuff Trading, LLC, Dubai	Name of Associate/ Joint Venture	Kapil Anand Agro Pvt. Ltd.
1	Latest audited Balance Sheet date	15-May-23	Latest audited Balance Sheet date	27-May-23
2	Shares of Associate/Joint Ventures held by the company on the year end		Shares of Associate/Joint Ventures held by the company on the year end	
	No	147	No	15319.00
	Amount of investment in Associate/ Joint Venture (Rs. In lakhs)	33.36	Amount of investment in Associate/ Joint Venture (Rs. In lakhs)	720.01
	Extend to Holding	49%	Extend to Holding	50%
3	Description of how there is significant influence	Holding of 49% of the paid up share capital of the company and control of business decision	Description of how there is significant influence	Holding of 50% paid up share capital of the company and control of business through Anantadrishhti Smart India Pvt. Ltd, WOS of the Company
4	Reason why the Associate/ Joint Venture is not Consolidated	N.A	Reason why the Associate/ Joint Venture is not Consolidated	N.A
5	Networth attributable to shareholding as per latest audited Balance sheet (₹ In lakhs)	1604.61	Networth attributable to shareholding as per latest audited Balance sheet (Rs. In lakhs)	639.78
6	Profit/ Loss for the Year		Profit/ Loss for the Year	
i	Considered in Consolidation (₹ In lakhs)	1043.46	Considered in Consolidation (Rs. In lakhs)	45.83
ii	Not Considered in Consolidation	N.A	Not Considered in Consolidation	N.A

**Notes:**

- Name of Associates or Joint Ventures which are yet to Commence Operation N.A
- Name of Associates or Joint Ventures which have been liquidated or sold during the year N.A

**AS PER OUR REPORT OF EVEN DATE**

For For G A M S & Associates LLP  
CHARTERED ACCOUNTANTS

Firm Reg. No. 0N500094

Anil Gupta  
(Partner)

Membership No: 088218

Date : May, 30, 2023

Place : New Delhi

UDIN: 22088218ALBTFG5104

For and on Behalf of the Board of Directors

Prem Anand  
(Director & Chairperson)

DIN:00951873

Vimal Anand  
(Director)

DIN: 00951380

Amit Anand  
(Managing Director)

DIN: 00951321

Manisha Anand  
(Chief Financial Officer)





# APIS INDIA LIMITED

**Regd. Off:** 18/32, East Patel Nagar, New Delhi-110008  
Tel: 011-4320 6650, Fax: 011-2571 3631, Email: mail@apisindia.com  
Website : www.apisindia.com, CIN L51900DL1983PLC164048

## NOTICE

Notice is hereby given that the Forty First (41st) Annual General Meeting (AGM) of the members of APIS INDIA LIMITED will be held on Saturday, 30th Day of September, 2023 at 01:30 P.M, Indian Standard Time ("IST"), at Almondz Hotel at 4/3, Block-4, Near Metro Pillar No. 171, East Patel Nagar, New Delhi-110008, to transact the following business.

### **ORDINARY BUSINESS:**

1. **To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023, the report of the Auditors' thereon and the report of the Board of Directors'.**

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

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2023, the report of the auditors' thereon and the report of the Board of Directors for the financial year ended March 31, 2023, placed before the 41st Annual General Meeting be and are hereby received, considered and adopted."

2. **To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the Auditors' report thereon.**

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

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 and the report of the auditor's thereon as placed before the 41st Annual General Meeting be and are hereby received, considered and adopted."

3. **To appoint a director in place of Mr. Vimal Anand (DIN: 00951380), who retires by rotation and being eligible offers himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr. Vimal Anand (DIN: 00951380) who retire by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS:****4. Re-appointment of Mrs. Prem Anand (DIN: 00951873) as an Whole Time Director & Payment of Remuneration**

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 recommendation of the Nomination and Remuneration Committee and approval of Audit Committee as he being a key managerial person, is a related party as per Section 2(76) of the Act, and to the provisions of Section 196, 197 and 203 and schedule V of Companies Act 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, and such other statutory approvals as may be required, Mrs. Prem Anand (DIN No. 00951873), be and is hereby re-appointed as Whole Time Director of the Company for a period of 5 (five) years w. e. f. 31st January, 2024 up to 30th January, 2029 at a remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors (hereinafter referred the “Board” and shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactment thereof as may be agreed to between the Board and Mrs. Prem Anand.

**RESOLVED FURTHER THAT** in accordance with provisions of Section 197 read with Schedule V and the applicable provisions of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, rules if any, of the Companies Act, 2013 and any other laws, regulations prevailing for the time being in force and other statutory approvals, as may be required, the Company do hereby approves the remuneration of Mrs. Prem Anand as Whole Time Director of the Company, as recommended by the Nomination & Remuneration Committee and noted hereunder:

- A. **Salary:** Basic salary of Rs. 55,000/- Per Month
- B. **House Rent Allowance:** Rs. 27,500/- Per Month
- C. **Other Allowances:** Rs. 27,500/- Per Month
- D. **Other Benefits:** Mrs. Prem Anand shall also be entitled to reimbursement of all legitimate expenses incurred by her in performance of her duties and such reimbursement will not form part of her remuneration.
- E. **Minimum Remuneration:** In the event of loss or inadequacy of profit during Mrs. Prem Anand tenure as Whole Time Director, the remuneration as set out above, will be paid or granted to her as minimum remuneration, provided the total remuneration by way of salary and other allowances shall not exceed the applicable ceiling limit of Schedule V of the Act, as may amended time to time, or other such higher amount approved by Central Govt.
- F. **Sitting Fee:** No sitting fee shall be paid to the Whole Time Director for attending the Meetings of the Board of Directors of the Company or Committees thereon.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the company will pay Mrs. Prem Anand remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of Companies Act 2013, as may be decided by the Board of Directors or such other approval as may be require.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to take all such act, matters and things as may be deemed necessary or expedient for giving effect to this resolution.”

5. **Appointment of Mr. Mukesh Kasana (DIN: 10118928) as an Independent 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 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force] and pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board, Mr. Mukesh Kasana (DIN: 10118928), who was appointed by the Board as an Additional Independent Director of the Company with effect from 14th August, 2023, and who holds office up to the date of this Annual General Meeting, being eligible for appointment as an Independent Non-Executive Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director on the Board of the Company, not liable to retire by rotation and to hold such office for a term of 5 (Five) consecutive years from 14th August, 2023 to 13th August, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. **To approve and increase in the limit of managerial remuneration payable to Mr. Amit Anand, Managing Director**

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

**“RESOLVED THAT** in furtherance to the resolution passed by the members of the Company in the Annual General Meeting held on 30th September, 2022 and in pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with schedule V and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee and subject to approval of any other statutory authority(ies), if applicable, the approval of the members be and is hereby accorded for increase in remuneration of Mr. Amit Anand (DIN:00951321), Managing Director of the Company from Rs. 87,500/- per month to Rs.7,00,000/- per month w.e.f April 01, 2023 upto a period not exceeding 3 years i.e. 31st March, 2026.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Amit Anand, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs. 84,00,000 (Rupees Eighty Four Lakh Only) per year with effect from April 01, 2023 to March 31, 2026 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors in its meeting held on August 14, 2023 to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Amit Anand, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

**RESOLVED FURTHER THAT** the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment

Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance based incentive shall be paid to Mr. Amit Anand, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**7. To approve and increase in the limit of managerial remuneration payable to Mr. Vimal Anand, Whole Director.**

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

**"RESOLVED THAT** in furtherance to the resolution passed by the members of the Company in the Annual General Meeting held on 30th September, 2020 and in pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with schedule V and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and upon the recommendation of Nomination and Remuneration Committee & approval of Audit Committee and subject to approval of any other statutory authority(ies), if applicable, the approval of the members be and is hereby accorded for increase in remuneration of Mr. Vimal Anand (DIN:00951380), Whole Time Director of the Company from Rs. 87,500/- per month to Rs.7,00,000/- per month w.e.f April 01, 2023 till the expiry of his tenure (period not exceeding 3 years) i.e. 31st July, 2025.

**RESOLVED FURTHER THAT** consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Vimal Anand, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs. 84,00,000 (Rupees Eighty Four Lakh Only) per year with effect from April 01, 2023 till the expiry of his tenure i.e. July 31, 2025, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors in its meeting held on August 14, 2023 to alter and vary the terms and conditions of the said appointment in such manner as may be agreed between the Directors and Mr. Vimal Anand, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

**RESOLVED FURTHER THAT** the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but by the approval of members in the general meeting via special resolution.

**RESOLVED FURTHER THAT** in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance,

amenities and performance based incentive shall be paid to Mr. Vimal Anand, Whole Time Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**8. Approval of Increase the remuneration of Mrs. Manisha anand CFO of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section-188 of the Companies Act, 2013 read with Companies (Meeting of the Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and subject to the compliance of all other applicable laws and on the recommendation of Nomination and Remuneration committee and Audit Committee, the consent of the members be and is hereby accorded to increase the Remuneration of Mrs. Manisha Anand, Chief Financial Officer of the Company not to exceeding Rs. 7,00,000/- (Rupees Seven Lakh Only) per month with effect from October 01, 2023.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to the Nomination & Remuneration Committee/Board of Directors to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect of Mrs. Manisha Anand holding office or place of profit, within the maximum limit approved by the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as required necessary to give effect to the above resolution.”

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

**Place: New Delhi  
Date: August 14, 2023**

**Prem Anand  
(Director & Chairperson)  
DIN: 00951873**



**Notes:**

1. The relevant explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of item no. 4 to 8 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

Pursuant to the provisions of Section 150 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.

A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
4. Members/Proxies/authorised representative are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report to the meeting.
5. Corporate Members/Institutional Members (i.e. other than Individual, HUF, NRI etc.) intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/Power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
8. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. from Friday, September 22, 2023 to Saturday, September 30, 2023 (both days inclusive).
9. (a) This Notice is being sent to all the members whose name appears as on Friday, August 18, 2023 in the register of members or beneficial owner as received from M/s Skyline Financial Services Pvt. Ltd, the Registrar and Transfer Agent of the Company.  
(b) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, September 22, 2023, being the cut-off date.

Members are eligible to cast vote electronically only if they are holding shares as on that date.

10. Brief resume of the Director proposed to be appointed/re-appointed, nature of their expertise in specific

functional areas, names of companies in which they hold Directorships and Memberships/Chairmanships of the Board Committees, shareholding and relationships between Directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015, is annexed hereto and forms part of this Notice.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case of shares are held in electronic form and Skyline Financial Services Private Limited in case of the shares are held in physical form.
12. Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.
13. Members are requested to send their queries at least 10 days before the date of meeting to the Company Secretary of the Company at the registered office of the Company, so that information can be made available at the meeting.
14. In terms of notification issued by the Securities Exchange Board of India (SEBI), equity shares of the Company are under compulsory demat trading by all investors. Members are, therefore, advised to dematerialize their shareholding to avoid inconvenience in trading in shares of the Company.
15. Members are requested to notify immediately any change of address.
  - (i) To their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (ii) To the Company's Registrar & Share Transfer Agents, Skyline Financial Services Pvt. Ltd at its office at D- 153A, 1stFloor, okhla Industrial Area, Phase – I, New Delhi – 110 020 in respect of their physical share folios, if any, quoting their folio numbers.
16. Kindly note that as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') it is mandatory for the company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/RTA/Depository Participant, as the case may be.
17. As per Listing Regulations, for securities market transactions and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the Company for registration of such transfer of securities. Accordingly, all the shareholders/ transferor(s) / transferee(s) of shares (including joint holders) in physical form are requested to furnish a certified copy of their PAN Card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.
18. The shares of the Company are under compulsory Demat trading. Also, as per Listing Regulations, securities of listed companies can only be transferred in dematerialized form w.e.f. April 1, 2019. Therefore, Members holding shares in physical form are advised to convert their shares into dematerialized form in their own interest and convenience purpose.
19. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents, M/s. Skyline Financial Services Pvt. Ltd.
20. In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 (enclosed with this Notice) to the Company/

RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

21. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail addresses either with the Company or with the Depository. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request letter in this respect to the Company/Registrar & Share Transfer Agents, M/s. Skyline Financial Services Pvt. Ltd. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
22. Electronic copy of Annual Report for the financial year 2022-23 along with Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company or the Depository Participant(s) for communication purpose unless the member has requested for a hard copy of the same. For members who have not registered their address, physical copies of Annual Report alongwith Notice of 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
23. Skyline Financial Services Pvt. Ltd. is the Register and Share Transfer (RTA's) of the Company. All investor relation communication may be sent to RTA's at the following address:

**Skyline Financial Services Pvt. Ltd**

D- 153A, 1st Floor, Okhla Industrial Area,  
Phase – I, New Delhi – 110 020  
Ph.:011-2681 2683, Fax: 011-2629 2681  
Email: contact@skylinerta.com  
Website: www.skylinerta.com

24. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of 41st Annual General Meeting and holding shares as of the cut of date i.e. Friday, September 22, 2023 may follow the same procedure as mentioned in the instructions below. However if you are already registered with CDSL for remote e-voting then you can use your existing password for casting your vote. If you have forgotten your login password then go to website [www.evotingindia.com](http://www.evotingindia.com) then click on shareholders, enter the User ID and the image verification code and click Forgot Password and enter the details as prompted by the system.
25. Shareholders/Proxies are requested to produce at the Registration Counter(s) the attendance slip sent along with the Annual Report 2022-23, duly completed and signed, for admission to the meeting hall. The route map showing directions to reach the venue of Forty First (41st) Annual General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards - 02 on "General Meeting".

However, in case of non-receipt of attendance slip, members may download the same from Company's website [www.apisindia.com](http://www.apisindia.com) or write to the Company at its Registered Office for issuing the duplicate attendance slip.

## 26. VOTING OPTIONS

### A. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) (i)The voting period begins on Wednesday, September 27, 2023 (09:00 A.M.) and ends on Friday, September 29, 2023 (05:00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 23, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above-said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of share holders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- I. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- II. Click on “Shareholders” module.
- III. Now enter your User ID



- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- IV. Next enter the Image Verification as displayed and Click on Login.
- V. If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
- VI. If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number send by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- VII. After entering these details appropriately, click on “SUBMIT” tab.
- VIII. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- IX. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- X. Click on the EVSN for the relevant Apis India Limited on which you choose to vote.
- XI. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XII. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XIII. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XIV. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XV. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

XVI. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XVII. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**XVIII. Facility for Note for Non – Individual Shareholders and Custodians-Remote Voting.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **www.evotingindia.com** and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **mail@apisindia.com** or **vdnext1711@gmail.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**(A) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- a) For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA at the email id **mail@apisindia.com** or **vikas.cs@apisindia.com**.
- b) For Demat shareholders- Please update your email id & mobile no with your respective Depository Participant (DP)
- c) For Individual Demat Shareholders-Please update your email id & mobile no with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

B) In case you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com** under help section or write an email to **helpdesk.evoting@cdslindia.com** or contact at 022-23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022-23058542/43.

- C) If you are already registered with CDSL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- D) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- E) The e-voting period commences on Wednesday, September 27, 2023 (09.00 am) and ends on Friday, September 29, 2023 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, September 22, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 22, 2023.
- G) Mr. Anand Kumar Singh, Practicing Company Secretary (FCS- 10812 and Certificate of Practice number 9404) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- H) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- I) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person, who is not a member as on the cut-off date, should treat this notice for information purpose only.
- J) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at-least two persons not in the employment of the Company and make not later than 48 hours from the conclusion of the meeting a consolidated Scrutinizer's report of the total cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- K) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. **www.apisindia.com** and on the website of CDSL at **www.evotingindia.com** immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited. The results shall be displayed at the Registered Office at 18/32, East Patel Nagar, New Delhi-110008.
- L) Those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 41st AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address **mail@apisindia.com**.
  - b) For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
27. The Notice of the 41st AGM and the Annual Report for the year 2022-23 including therein the Audited Financial Statements for the year 2022-23, will be available on the website of the Company at **www**.

**apisindia.com**. The Notice of 41st AGM will also be available on the website of CDSL at **www.evotingindia.com**.

28. In terms of Section-149 of the Companies Act, 2013, the provisions of retirement by rotation are not applicable to independent directors. Therefore Mr. Vimal Anand, Director, retire by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.
29. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
30. Since the Company is required to provide members the facility to exercise their right to vote by electronic means, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date Friday, 22nd September, 2023, and not casting their vote electronically may only cast their vote at the Annual General Meeting through ballot paper.
31. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 9.30 A.M. to 1.00 P.M. upto the date of Annual General Meeting.
32. M/s G A M S & Associates, LLP, Chartered Accountants have given their Consent to act as Statutory Auditor of the Company in term of Section 139(1) of the Companies Act, 2013 and Rules made thereunder.
33. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent.

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

**Place: New Delhi  
Date: August 14, 2023**

**Prem Anand  
(Director & Chairperson)  
DIN: 00951873**

# EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

## **Item No.4: Re-appointment of Mrs. Prem Anand (DIN: 00951873) as Whole Time Director & Payment of Remuneration**

The Shareholders of the Company at the 37th Annual General Meeting held on September 30, 2019 had approved appointment of Mrs. Prem Anand as Whole Time Director of the Company for a period of 5 (five) years w.e.f 31st January, 2019 up to 30th January, 2024. Her terms and conditions of appointment including remuneration was also approved by the shareholders in the aforesaid meeting.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors again reappointed Mrs. Prem Anand as Whole Time Director, liable to retire by rotation, of the company for a further period of five years w. e. f. 31st January, 2024, subject to the approval of shareholders. The Audit Committee has approved the term and conditions of her appointment, as she being a key managerial personnel, is a related party as per Section 2(76) of the Act.

Mrs. Prem Anand, a Commerce Graduate by qualification, she is a third generation businessman, having more than 53 years of diverse experience in the field of Food Processing, Finance, Administrative, Sales, Marketing, General Management & FMCG. A true visionary she has been the guiding force behind the group. Her passion for work and flair for new business has seen the company take many new initiatives in food industry. At the Company, she has undertaken several initiatives, such as, creating a robust platform for managing Investor Relations, evaluating M&A opportunities, and setting new benchmarks for international market through export as well domestic market.

The remuneration and other terms and conditions of Mrs. Prem Anand for re-appointment as Whole Time Director as set out in the resolution is subject to your approval. Other details required to be disclosed in terms of the provisions of Secretarial Standard-2 on General Meetings form part of this Notice.

Mrs. Prem Anand is relative of Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director and Mrs. Manisha Anand, CFO in the Company.

### **Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company except Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director and Mrs. Manisha Anand, CFO are concerned or interested in the resolution set out at Item No.04.

The Board recommends the Special Resolution set forth in Item No. 04 of the Notice for approval of the shareholders.

## **Item No.5: Appointment of Mr. Mukesh Kasana (DIN: 10118928) as an Independent Director**

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Mukesh Kasana (DIN: 10118928) as an Additional Independent Director of the Company w.e.f. 14th August, 2023, for a term of five years and not liable to retire by rotation, subject to approval of the Members at the ensuing Annual General Meeting.

Mr. Mukesh Kasana (DIN: 10118928) aged 29 years hold Chartered Accountant Degree from the Institute of Chartered Accountant of India and Bachelor in Commerce from Rajasthan University, Jaipur.

He has 7 years' experience in the field of Finance, Taxation and Accounts in Trading as well as Manufacturing.

Currently he hold designation of Accounts and Finance Manager in one leading Steel Company.



Mr. Mukesh Kasana is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and not debarred from holding the Office of Director pursuant to any SEBI Order. He has given his consent to act as Independent Director alongwith declaration(s) that he meets with the criteria of independence as prescribed under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations). Further, he has also given a declaration affirming that he has registered himself with the Indian Institute of Corporate Affairs and his name is appearing in the Independent Director's data bank and has also declared that he will qualify the online Proficiency Self-Assessment Test conducted for independent directors by the Indian Institute of Corporate Affairs within the stipulated time lines as per the Companies Act, 2013.

In the opinion of the Board, Mr. Mukesh Kasana, fulfills the conditions for appointment as an Independent Director as specified in the Act as well as in the Listing Regulations and is independent of the management.

The Board of Directors at its meeting held on 14th August, 2023, on the recommendations of the Nomination and Remuneration Committee, considered that given to his knowledge and experience, his association would be of immense benefit to the Company and it is desirable to appoint Mr. Mukesh Kasana as an Independent Director. It is therefore, proposed that Mr. Mukesh Kasana be appointed as an Independent Director for first term of 5 (Five) consecutive years from 14th August, 2023 to 13th August, 2028.

A copy of the draft letter for appointment of Mr. Mukesh Kasana as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the Members electronically on the basis of the request being sent to the Company through email at [mail@apisindia.com](mailto:mail@apisindia.com). The information/details about Mr. Mukesh Kasana as required by the Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings are given in **Annexure-A**.

Except Mr. Mukesh Kasana, being an appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

The Board therefore recommends the Special Resolution as set out at Item No.05 of this Notice for your approval.

**Item No.6: To approve and increase in the limit of managerial remuneration payable to Mr. Amit Anand, Managing Director**

The Company had re-appointed Mr. Amit Anand as Managing Director of the Company for a period of five years from 01st March, 2023 till 29th February, 2028 in the Annual General Meeting held on 30th September, 2022. As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on August 14, 2023 recommended to increase in the limit of managerial remuneration of Mr. Amit Anand, Managing Director of the Company w.e.f 01st April, 2023 beyond specified limits under Section 197 and computed in the manner laid down in Section 198 read with Schedule V, Part II, Section II, Clause (A) of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item no. 06 for approval of members as Special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Amit Anand, Managing Director, Mr. Vimal Anand, Director, Mrs. Prem Anand and Mrs. Manisha Anand, CFO, are in any way concerned or interested, in the said resolution.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

**1. General information:**

**a) Nature of Industry:**

Engaged in manufacturing, marketing and trading of Fast Moving Consumer Goods.

**b) Date or expected date of commencement of Commercial Production:**

Not applicable (Company is an existing company).

**c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable

**d) Financial performance based on given indicators:**

(Rs. In Lakhs)

Particulars	Standalone	
	For Financial Year Ended	
	31st March, 2023	31st March, 2022
Total Revenue	33,366.01	29,662.53
Less: Total Expenditure	31,990.36	28,680.11
Profit before Tax	1375.66	982.41
Less: Provision for Tax	577.29	345.95
<b>Profit/ (loss) After Tax</b>	<b>798.36</b>	<b>636.47</b>

**e) Foreign investments or collaborations, if any:**

The Company has total investments of Rs 3,33,6084/- in one associate company in Dubai.

**2. Information about the appointee:**

**a) Background details:**

Mr. Amit Anand is the Director of Apis India Limited since October, 2006. He is a Commerce Graduate from Kirori Mal College by qualification, with around 27 years of experience in managing overall plant management, Human Resources and Finance Functions. Mr. Amit Anand has extensive profit and cost center experience in more than one Business

**b) Past remuneration:**

Period	Total Rupees (p.a)
FY 2022-23	10,50,000
FY 2021-22	10,50,000

**c) Recognition or awards:**

Mr. Amit Anand is a versatile personality having 27 years rich experience for handling key functions of Overall Plant Management; Human Resources; and Finance functions etc.

Mr. Anand has played the perfect foil to the elder in initiating the Green Field initiative of the factory in Roorkee. Leading from the front in all factory operations a person with hand on person in executing all details at the plant level.

Mr. Anand received most Admirable Brand on behalf of the Company in the year 2019-20.

**d) Job profile and his suitability:**

His current term of appointment as a Managing Director of the Company will expire on 29th February,

2028. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the remuneration of Mr. Amit Anand should be revised as per the provision of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 or any other rules, regulation, if any.

**e) Remuneration proposed:**

Rs. 7,00,000/- per month.

**f) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Mr. Amit Anand has a very long association with the Company and brings in multi business, multi-geography and multi-cultural exposure in various roles across the Company. A Commerce Graduate from Kirori Mal College by qualification, with around 27 years of vast experience, Mr. Amit Anand has extensive profit and cost center experience in more than one Business.

He scripted the growth of the Company in FMCG Business towards a more competitive and sustainable model, guiding Greenfield expansions in overseas. He has brought in strong execution rigor to his work, and has considerably strengthened both innovation and new products development.

Mr. Amit Anand has vast experience in Marketing. Mr. Amit has rich experience of handling various areas of business and is well known in Food Industry. Mr. Amit has begun a lot of new initiatives in the Company since he joined as Managing Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

**g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any:**

Mr. Amit has a relationship with the Company as Managing Director. He holds 17.50% of shares of the Company as on March 31, 2023 and Mrs. Prem Anand and Mr. Vimal Anand who are an Executive Directors in the Company are Mother and Brother of Mr. Amit Anand.

**3. Other Information:**

**a) Reasons of loss or inadequate profits:**

On a consolidated basis, the Company made a profit of Rs.1825.34 Lacs. The performance for the year under review was quite satisfactory, however due to the restriction under Section 196 read with 197 & 198 the Company can't allow to remunerate its directors more than 5% of Net profit calculated as per Section 198, therefore the Company has recommend a Special Resolution for its member to approve increase the remuneration of Mr. Amit Anand as per Schedule V, Part II, Section II, Clause (A) of Companies Act, 2013.

**b) Steps taken or proposed to be taken for improvement:**

To cater to the said shortfall, the company has adopted various measures like working with Channel partners, introductions of more cost effective product range and venturing into outdoor and infrastructure projects.

**c) Expected increase in productivity and profits in measurable terms:**

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

**Item No.7: To approve and increase in the limit of managerial remuneration payable to Mr. Vimal Anand, Whole Time Director.**

The Company had re-appointed Mr. Vimal Anand as Whole Time Director of the Company for a period of five years from 01st August, 2020 till 31st July, 2025 in the Annual General Meeting held on 30th September, 2020. As per Section 197 of the Companies Act, 2013, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may be given to maximum permissible limit as per the provisions laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/ Special Resolution.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on August 14, 2023 recommended to increase in the limit of managerial remuneration of Mr. Vimal Anand, Whole Time Director of the Company w.e.f 01st April, 2023 beyond specified limits under Section 197 and computed in the manner laid down in Section 198 read with Schedule V, Part II, Section II, Clause (A) of the Companies Act, 2013.

Accordingly, the Board recommends the resolution set out at item no. 07 for approval of members as Special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Vimal Anand, Whole Time Director, Mr. Amit Anand, Managing Director and Mrs. Prem Anand and and Mrs. Manisha Anand, CFO are in any way concerned or interested, in the said resolution.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

**4. General information:**

**f) Nature of Industry:**

Engaged in manufacturing, marketing and trading of Fast Moving Consumer Goods.

**g) Date or expected date of commencement of Commercial Production:**

Not applicable (Company is an existing company).

**h) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not applicable

**i) Financial performance based on given indicators:**

(Rs. In Lakhs)

Particulars	Standalone	
	For Financial Year Ended	
	31st March, 2023	31st March, 2022
Total Revenue	33,366.01	29,662.53
Less: Total Expenditure	31,990.36	28,680.11
Profit before Tax	1375.66	982.41
Less: Provision for Tax	577.29	345.95
<b>Profit/ (loss) After Tax</b>	<b>798.36</b>	<b>636.47</b>

**j) Foreign investments or collaborations, if any:**

The Company has total investments of Rs 3,33,6084/- in one associate company in Dubai

**5. Information about the appointee:**

**h) Background details:**

Mr. Vimal Anand is the Director of Apis India Limited since October, 2006. He is a Commerce Graduate from Kirori Mal College by qualification, with around 29 years of rich experience in managing the Company's affairs especially in Sales, Marketing, Export and Procurement function(s) and contributed significantly in the growth of the Company.

**i) Past remuneration:**

Period	Total Rupees (p.a)
FY 2022-23	10,50,000
FY 2021-22	10,50,000

**j) Recognition or awards:**

Driven by his passion and conviction in his belief and he was one of the few to receive a formal training in beekeeping and Honey processing from University of Warmia Olystyn Poland.

Beekeeping and Honey testing with a formal training in collection and use of other Bee products like Pollen, Propolis, Bee Venom and Bee Bread which are extremely useful as a natural source for Protein, antiseptic, having immense healing powers for human being.

**k) Job profile and his suitability:**

His current term of appointment as a Whole Time Director of the Company will expire on 31st July, 2025. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the remuneration of Mr. Vimal Anand should be revised as per the provision of Companies Act, 2013 read Schedule-V Part II, Section II, Clause (A) of Companies Act, 2013 with SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 or any other rules, regulation, if any.

**l) Remuneration proposed:**

Rs. 7,00,000/- per month.

**m) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Mr. Vimal Anand has a very long association with the Company and brings in multi business, multi-geography and multi-cultural exposure in various roles across the Company. A Commerce Graduate from Kirori Mal College by qualification, with around 27 years of vast experience, Mr. Vimal Anand has extensive profit and cost center experience of the Company. Mr. Vimal Anand has tandemous contribution in the growth of export of the Company, he has ultimately turn round the shape of the business of the Company in export prospectus.

He scripted the growth of the Company in FMCG Business towards a more competitive and sustainable model, guiding Greenfield expansions in overseas. He has brought in strong execution rigor to his work, and has considerably strengthened both innovation and new products development.

Mr. Vimal Anand has vast experience in Marketing, Trading, Export etc. Mr. Vimal has rich experience of handling various areas of business and is well known in Food Industry. Mr. Vimal has begun a lot of new initiatives in the Company since he joined as Whole Time Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.



**n) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any:**

Mr. Vimal has a relationship with the Company as Whole Time Director. He holds 17.47% of shares of the Company and Mrs. Prem Anand and Mr. Amit Anand who are an Executive Directors in the Company are Mother and Brother of Mr. Vimal Anand.

**6. Other Information:**

**d) Reasons of loss or inadequate profits:**

On a consolidated basis, the Company made a profit of Rs.1825.34 Lacs. The performance for the year under review was quite satisfactory, however due to the restriction under Section 196 read with 197 & 198 the Company can't allow to remunerate its directors more than 5% of Net profit calculated as per Section 198, therefore the Company has recommend a Special Resolution for its member to approve increase the remuneration of Mr. Vimal Anand as per Schedule V, Part II, Section II, Clause (A) of Companies Act, 2013.

**e) Steps taken or proposed to be taken for improvement:**

To cater to the said shortfall, the company has adopted various measures like working with Channel partners, introductions of more cost effective product range and venturing into outdoor and infrastructure projects.

**f) Expected increase in productivity and profits in measurable terms:**

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

**Item No.8: Approval of Increase the Remuneration of Mrs. Manisha Anand-Marketing Head of the Company**

Mrs. Manisha Anand, age about 48 years, holds office of Chief Financial Officer and manages the Finance & Accountant, Marketing, HR Department etc. and also responsible for execution & implementation of various policies and other administrative function as may be assigned to her and under her guidance and knowledge in the field of apiculture, the Company has set up a full fledge Finance & Accounts, HR & Marketing Department which has formulated the various marketing policies.

She is related to Mr. Vimal Anand, Executive Director of the Company. The present gross remuneration of Mrs. Manisha Anand is Rs. 2,45,000/- Per Month (Rupees Two Lakh Fifty Five Thousand only). In order to recognize her services as Chief Financial Officer, it is proposed to pay a gross monthly remuneration not exceeding Rs. 7,00,000/- Per Month (Rupees Seven Lakh Only) with effect from October 01, 2023, as per the detail given below:

Basic salary: Rs. 3,50,000/- per month

House rent allowance: Rs. 1,75,000 per month (50% of basic salary)

Bonus and other benefits as per Company's rule.

Mrs. Manisha Anand is a relative of Mr. Vimal Anand, Executive Director of the Company in pursuant to Section 2(77) of the Companies Act, 2013, hence prior approval of the Shareholders pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013, is required. Accordingly ordinary resolution at item no. 08 is placed for approval of the members.

The terms of payment of remuneration have been approved by Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on August 14, 2023.

**Particular of proposed transactions for the purpose of approval of shareholders under Section 188 of the Companies Act, 2013**

Name of the related party	Manisha Anand
Nature of relationship	Relative of Mr. Vimal Anand, Director of the Company
Nature of Contact	Permanent Employee of the Company designated as Chief Financial Officer
Material Item of Contract	To act as a permanent Employee of the Company at a remuneration not exceeding Rs. 7 Lakh Per Month w.e.f October 01, 2023
Name of the Director and KMP who are related	Mr. Vimal Anand
Any information relevant or important for the members to make decision on the proposed resolution	None

Members are hereby informed that pursuant to second proviso of Section 188(1) of the Companies Act, 2013, no member who is a related party to the said transaction shall vote for such ordinary resolution.

**Interest of Directors and KMP:**

None of the Directors and Key Managerial Personnel of the Company except Mr. Vimal Anand, Director is concerned or interested in the resolution set out at Item No. 08.

The Board recommends the Ordinary Resolution set forth in Item No. 08 of the Notice for approval of the shareholders.

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

**Place: New Delhi  
Date: August 14, 2023**

**Prem Anand  
(Director & Chairperson)  
DIN: 00951873**

# ANNEXURE A TO ITEM 04 & 05 OF THE NOTICE

Relevant details, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 of General Meetings in respect of Director proposed for appointment/re-appointment at Forty First (41st) Annual General Meeting are as follows:

Name of the Director	Mrs. Prem Anand	Mr. Mukesh Kasana
DIN	00951873	10118928
Date of Birth	06.04.1949	15.11.1993
Profile	As per the columns given below	As per the columns given below
Nationality	Indian	Indian
Date of first appointment on the Board	31.01.2019	14.08.2023
Qualifications	Graduate	Chartered Accountant & B. Com (P)
Expertise in Specific Functional Area	Mrs. Prem Anand is a third generation business lady having more than 53 years of diverse experience in the field of Food Processing, Finance, Administrative, Sales, Marketing, General Management in FMCG business.	Mr. Mukesh Kasana (DIN: 10118928) aged 29 years hold Chartered Accountant Degree from the Institute of Chartered Accountant of India and Bachelor in Commerce from Rajasthan University, Jaipur.  He has 7 years' experience in the field of Finance, Taxation and Accounts in Trading as well as Manufacturing.
Number of shares held in the Company (as at March 31, 2023)	11,31,242	Nil
Terms & Conditions of re-appointment	Executive Director liable to retire by rotation	Non-Executive Independent Director
Remuneration last drawn during FY 2022-23	₹ 13.20 Lakhs	Nil
List of Directorships held in other companies as on March 31, 2023	Nil	Nil
No. of Board Meeting attended during the financial year 2022-23	04	Nil
Chairman/Member of the Committees of the Board of companies in which he/she is a Director	Nil	Nil
Relationship between Directors and KMP of the Company	Mrs. Prem Anand is a relative of Mr. Amit Anand, Managing Director and Mr. Vimal Anand, Director of the Company.	N.A



# APIS INDIA LIMITED

**Regd. Off:** 18/32, East Patel Nagar, New Delhi-110008  
 Tel: 011-4320 6650, Fax: 011-2571 3631; E-mail: [mail@apisindia.com](mailto:mail@apisindia.com)  
 Website: [www.apisindia.com](http://www.apisindia.com); CIN: L51900DL1983PLC164048

## FORM NO. MGT-11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L51900DL1983PLC164048
Name of the Company	APIS India Limited
Registered Office:	18/32, East Patel Nagar, New Delhi-110008

Names of the Members(s):	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
 E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forty First (41st) Annual General Meeting of the Company, to be held on Saturday, September 30, 2023 at 01.30 P.M. at Almondz Hotel at 4/3, Block-4, Near Metro Pillar No. 171, East Patel Nagar, New Delhi-110008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No.	Resolutions	Vote ( optional, see the note )		
		For	Against	Abstain
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023, the report of the Auditors' thereon and the report of the Board of Directors'.			
2.	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the Auditors' report thereon.			
3.	To appoint a Director in place of Mr. Vimal Anand (DIN: 00951380), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.			
4.	Re-appointment of Mrs. Prem Anand (DIN: 00951873) as Whole Time Director of the Company w.e.f 31st January, 2024.			
<b>Special Business</b>				
5.	Appointment of Mr. Mukesh Kasana (DIN: 10118928) as an Independent Director.			
6.	To approve and increase in the limit of managerial remuneration payable to Mr. Amit Anand, Managing Director			
7.	To approve and increase in the limit of managerial remuneration payable to Mr. Vimal Anand, Whole Director.			
8.	To approve and Increase the remuneration of Mrs. Manisha anand CFO of the Company			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Signature of the Shareholder: \_\_\_\_\_

Signature of the Proxy holder(s): \_\_\_\_\_

**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**





# APIS INDIA LIMITED

Regd. Off: 18/32, East Patel Nagar, New Delhi-110008  
 Tel: 011-4320 6650, Fax: 011-2571 3631; E-mail: [mail@apisindia.com](mailto:mail@apisindia.com)  
 Website: [www.apisindia.com](http://www.apisindia.com); CIN: L51900DL1983PLC164048

## ATTENDANCE SLIP

41 <sup>st</sup> Annual General Meeting- September 30, 2023	
Registered Folio/DP ID:	
Name and Address of First /Sole Shareholder:	
Joint Holders	
No. of Shares:	

I/we hereby record my/our presence at the forty first (41) Annual General Meeting (AGM) of APIS India Limited to be held on Saturday, September 30, 2023, at 01.30 P.M. at Almondz Hotel at 4/3, Block-4, Near Metro Pillar No. 171, East Patel Nagar, New Delhi-110008.

Signature of Shareholder(S):

1. \_\_\_\_\_
2. \_\_\_\_\_

Signature of Member/Proxy holder(s) \_\_\_\_\_

### INSTRUCTIONS:

- (a) Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them, when they come to the meeting and hand it over at the ATTENDANCE VERIFICATION COUNTER, at the entrance of the Meeting Hall.
- (b) **NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.**
- (c) Electronic copy of the Annual Report for the financial year 2022-23 & Notice of the AGM along with the Attendance slip & Proxy form is being sent to all the members whose e-mail address is registered with the Company/DP unless any member has requested for the hard copy of the same. Members receiving electronic copy & attending the AGM can print copy of the Attendance slip.
- (d) Physical copy of the Annual Report for the financial year 2022-23 & the Notice of the AGM along with the Attendance slip & proxy form is being sent in the permitted mode(s) to all the members whose e-mail is not registered or have requested for hard copy. Please bring your copy of the Annual Report to the Meeting.
- (e) The Meeting is of members only and you are requested not to bring with any person, who is not a member or proxy.

**Note:** Please read the instructions given in the Notice of AGM before casting your vote through e-voting.



# APIS INDIA LIMITED

Regd. Off: 18/32, East Patel Nagar, New Delhi-110008  
 Tel: 011-4320 6650, Fax: 011-2571 3631; E-mail: [mail@apisindia.com](mailto:mail@apisindia.com)  
 Website: [www.apisindia.com](http://www.apisindia.com); CIN: L51900DL1983PLC164048

## FORM NO. MGT-12

### BALLOT PAPER/POLLING PAPER

Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(C) of the Companies (Management and Administration) Rules, 2014]

<b>Name(s) of Member(s) :</b> (In BLOCK/CAPITAL LETTERS)	
<b>Registered Address :</b>	
<b>DP ID / Client ID* or Registered Folio No :</b>	
<b>No. of equity shares held :</b>	

\*Applicable in case of Share held in electronic form

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 41st Annual General Meeting of Company scheduled to be held on Saturday, 30th September, 2023 at 01:30 P.M. at Almondz Hotel at 4/3, Block-4, Near Metro Pillar No. 171, East Patel Nagar, New Delhi-110008 by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

Resolution No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
<b>Ordinary Businesses</b>				
1.	To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2023, the report of the Auditors' thereon and the report of the Board of Directors'.			
2.	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the Auditors' report thereon.			

3.	To appoint a Director in place of Mr. Vimal Anand (DIN: 00951380), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.			
4.	Re-appointment of Mrs. Prem Anand (DIN: 00951380) as Whole Time Director of the Company w.e.f 31st January, 2024.			
<b>Special Business</b>				
5.	Appointment of Mr. Mukesh Kasana (DIN: 10118928) as an Independent Director.			
6.	To approve and increase in the limit of managerial remuneration payable to Mr. Amit Anand, Managing Director			
7.	To approve and increase in the limit of managerial remuneration payable to Mr. Vimal Anand, Whole Director.			
8.	To approve and Increase the remuneration of Mrs. Manisha anand CFO of the Company			

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

**Place:**

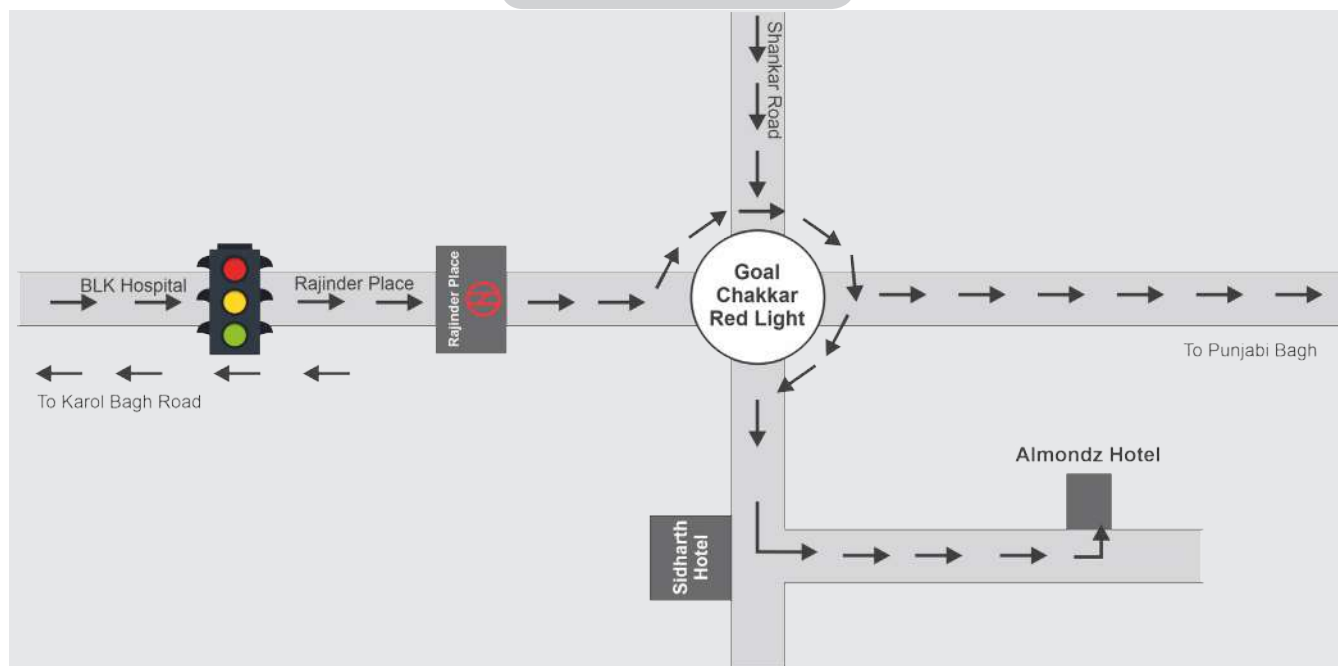
**Date:**

-----

**Signature of Member**

## HOW TO REACH AGM VENUE

### LOCATION MAP





# APIS INDIA LIMITED

**Regd. Off:** 18/32, East Patel Nagar, New Delhi-110008  
 Tel: 011-4320 6650, Fax: 011-2571 3631; E-mail: [mail@apisindia.com](mailto:mail@apisindia.com)  
 Website: [www.apisindia.com](http://www.apisindia.com); CIN: L51900DL1983PLC164048

## Form No. SH-13

### Nomination Form

*[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]*

To  
 APIS India Limited  
 18/32, East Patel Nagar,  
 New Delhi-110008

I/We ..... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature Of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

**(2) PARTICULARS OF NOMINEE/S –**

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:

- (g) E-mail id:
- (h) Relationship with the security holder:

**(3) IN CASE NOMINEE IS A MINOR-**

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

**(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY**

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:
- (i) Relationship with the minor nominee:

Name:

Address:

Name of the Security Holder(s) Signature

Witness with name and address







# APIS INDIA LIMITED

18/32 East Patel Nagar

New Delhi 110008 (India)

Ph.: +91 11 4320 6666

Email: [consumer@apisindia.com](mailto:consumer@apisindia.com), [mail@apisindia.com](mailto:mail@apisindia.com)

Visit our Blog at [www.apisindiafoodforum.com](http://www.apisindiafoodforum.com)

[www.apisindia.com](http://www.apisindia.com)



## APIS INDIA LIMITED



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