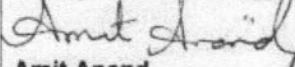





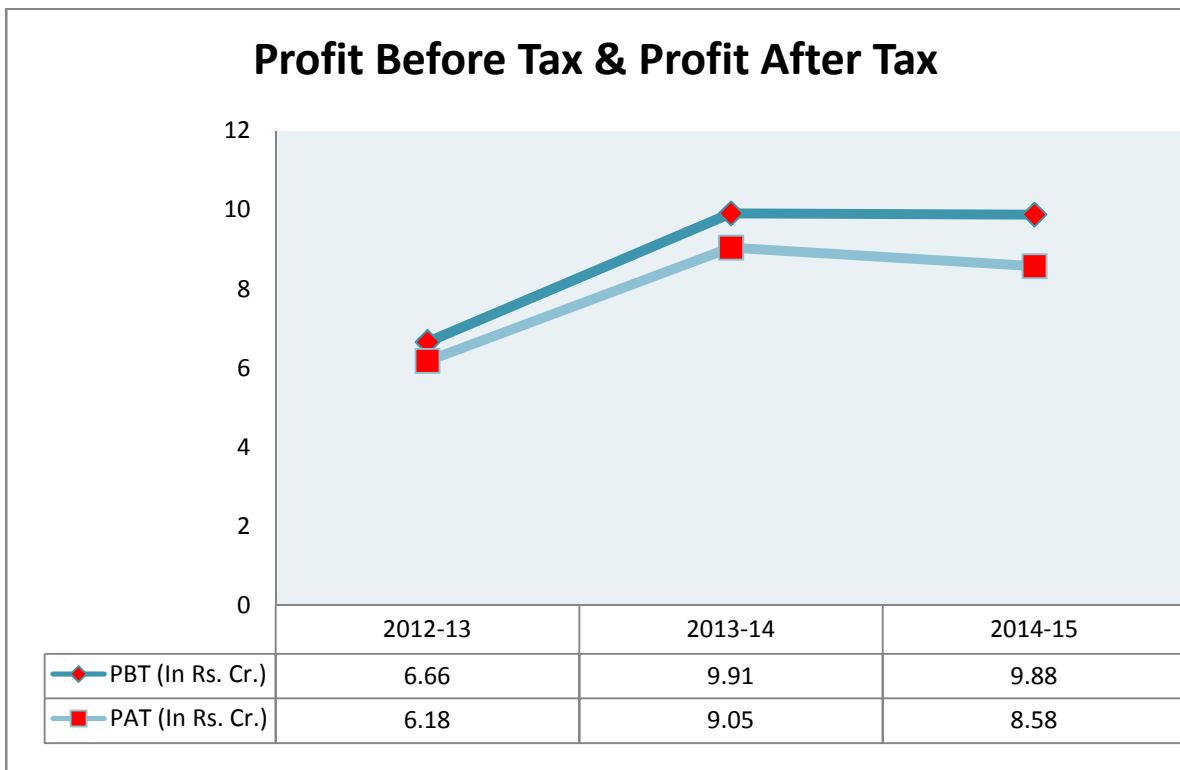
# APIS

INDIA LIMITED

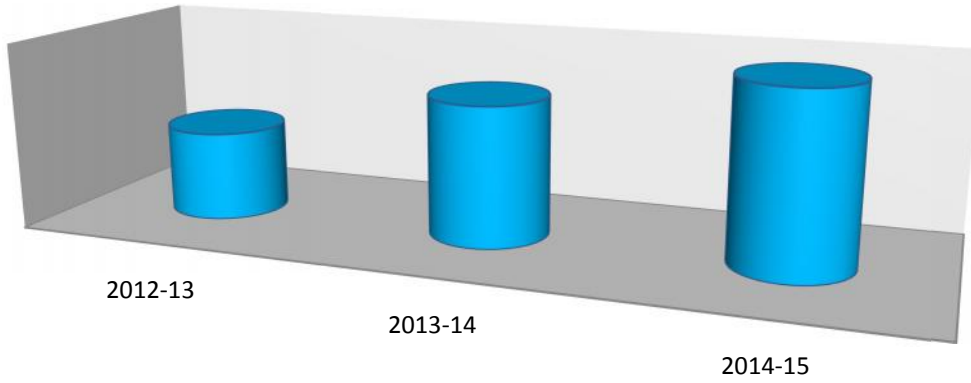
**Form A**  
**Format of covering letter of the Annual Audit Report to be filed with the Stock Exchange**

1.	Name of Company	Apis India Limited Ref: Scrip Code:506166
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of Observation	Not Applicable
5.	To be signed by- Managing Director	<b>For Apis India Limited</b>  Vimal Anand Managing Director 
	CFO	<b>For Apis India Limited</b>  Amit Anand Chief Financial Officer 
	Auditor of the Company	Refer our Audit report of dated May 29 <sup>th</sup> 2014 on the Financial Statements of the company <b>For Sudhir Aggarwal &amp; Associates</b> Chartered Accountants ICAI FRN No. 509930C  Amit Kumar Partner Membership No. 518735 
	Audit Committee Chairman	<b>For Apis India Limited</b>  Karan Ahooja Chairman-Audit Committee 

## PERFORMANCE HIGHLIGHTS

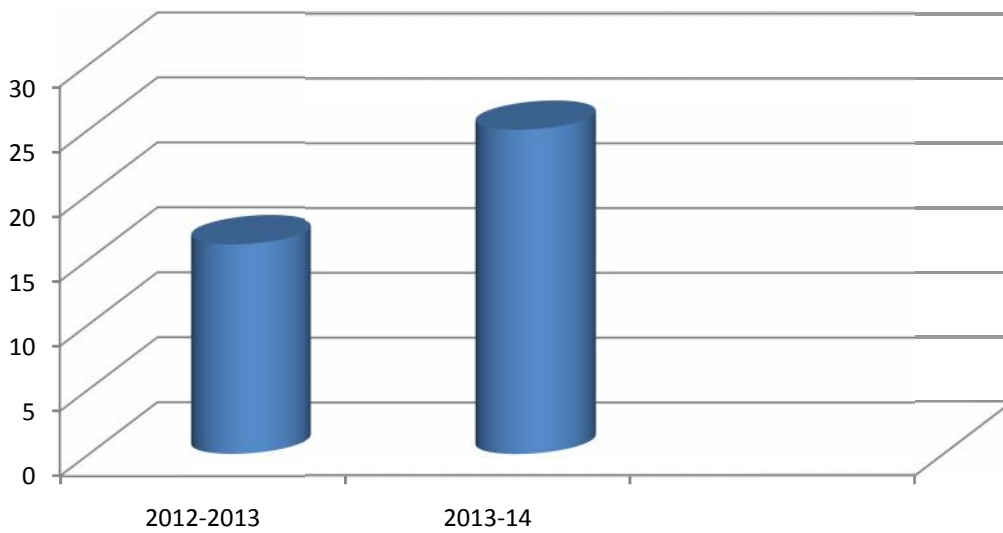


### EBIDTA (% of Sales)



	2012-13	2013-14	2014-15
■ EBIDTA (% of Sales)	12.91	14	14.81

### Net Worth



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Cash Flow Statement

Notes on Financial Statement

Notice of Annual General Meeting

Attendance Slip & Proxy form

E-Communication Registration Form

### **THIRTY SECOND ANNUAL GENERAL MEETING**

**Day:** Monday

**Date:** September 28, 2015

**Time:** 11:00 A.M.

**Venue:** 18/32, East Patel Nagar, New Delhi – 110 008

### **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and issued circulars stating that service of notice / documents including Annual Report can be sent by email to its members. To support this new path introduced on the front of the Government in full measure, members who have not registered their email addresses, so far, are requested to send and accordingly register their email addresses on the email provided by the Company [greeninitiative@apisindia.com](mailto:greeninitiative@apisindia.com) as soon as possible. To register the email addresses, shareholders must send duly filled E-Communication Registration Form appended at the end of this Annual Report.

## CORPORATE INFORMATION

### Board of Directors

#### Chairman

Mr. Deepak Anand (DIN - 00999570)

#### Managing Director

Mr. Vimal Anand (DIN - 00951380)

#### Whole-Time Director

Mr. Amit Anand (DIN – 00951321)

#### Non Executive Non Independent Director

Ms. Prem Anand (DIN – 00951873)

#### Independent Non Executive Director

Mr. Sushil Gupta (DIN – 01549211)

Mrs. Shalini Malik (DIN - 03397744)

Mr. Karan Ahooja (DIN – 02688727)

Mrs. Sunita Chaddha (DIN – 03398434)

### Registered & Corporate Office

#### **APIS INDIA LIMITED**

18/32, East Patel Nagar,

New Delhi – 110 008 (Delhi)

Tel. No. – 011 – 4320 6666

Fax No. – 011 – 2571 3631

Email: [mail@apisindia.com](mailto:mail@apisindia.com)

Website: [www.apisindia.com](http://www.apisindia.com)

### Works

#### **Unit**

Khasra No. : 66 – 69, Village Makhiali,

Dundi Pargana, Manglore

**Roorkee – 247 667**

**Uttarakhand**

### Bankers

**Canara Bank** (*Overseas Branch, New Delhi*)

**IDBI Bank Limited** (*New Delhi*)

**Kotak Mahindra Bank Limited** (*New Delhi*)

**Axis Bank** (*New Delhi*)

**Yes Bank Limited** (*New Delhi*)

### Company Secretary

**Mr. Vikas Aggarwal**

### Registrar & Share Transfer Agent

**M/s Skyline Financial Services Private Limited**

D – 153A, 1<sup>st</sup> Floor,

Okhla Industrial Area,

Phase – I,

New Delhi – 110 020

Delhi

Ph: 011 – 2681 2683

Fax: 011 – 2629 2681

Email: [contact@skylinerta.com](mailto:contact@skylinerta.com)

Website: [www.skylinerta.com](http://www.skylinerta.com)

### Statutory Auditors

**M/s Sudhir Agarwal & Associates**

S – 524, Vikas Marg,

Shakarapur,

Delhi – 110 092

Delhi

**DIRECTORS' & MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

**Dear Shareholders,**

Your Directors have pleasure in presenting 33<sup>rd</sup> Director's Report along with the Management Discussion and Analysis Report and the Statements of Audited Accounts for the Financial Year ended March 31, 2015.

**1. CORPORATE OVERVIEW :**

Apis India Limited is a leading honey processor in India and Master Franchisee of USA Pretzel chain Wetzel's Pretzels and is currently having its corporate headquarter in Delhi with manufacturing plant in Roorkee, Uttrakhand.

Your company prepares its financial statements in compliance with Companies Act, 1956 and Accounting Standards, as applicable. The estimates and judgments relating to the financial statements are made on a prudent and reasonable basis, so as to reflect in a true and fair manner. The form and substance of transactions are reasonably present your company's state of affairs, profits and cash flow for the year ended March 31, 2015.

**2. FINANCE AND ACCOUNTS :**

The financial statements of your company for the year ended March 31, 2015 have been prepared in accordance with revised schedule VI and accordingly, the previous year figures have been regrouped / recast wherever necessary.

**3. FINANCIAL PERFORMANCE:**

The financial highlights of the company for the year ended March 31, 2015 are given below:

(Amount in Rs. Lacs)

Particulars	March 31, 2015	March 31, 2014
Net Sales / Income from Operations	11867.62	10,203.66
Other Income	1.46	12.21
Less: Interest & Finance Charges	485.08	391.54
Less: Depreciation	197.34	57.80
Profit before Tax	988.03	990.68
Provision for Tax including the MAT Credit (Netted off) during the year	117.51	85.84
Profit after Tax	858.01	904.84
Add: Balance in Profit & Loss Account	1599.76	711.30
Amount Available for Appropriation	2457.77	1,616.14
Appropriations:		
Dividend on Preference Shares	14.00	14.00
Tax on Dividend	2.85	2.38
Reserves excluding revaluation reserves (Closing Balance)	2440.92	1,599.76

#### 4. FINANCIAL REVIEW:

##### TURNOVER

There has been increase in revenue during the period under review. This year, it has been able to achieve the Net Sales of Rs. 11,189.22 lakhs compare to previous year Rs. 9,878.51 lakhs including revenues from food division. The other Operating Revenue has also been increased to Rs. 557.16 lakhs (previous year 325.15 lakhs). The overall growth comes at outstanding 15%.

The Other Income which comprises of Interest Income and other miscellaneous income is Rs. 1.46 lakhs as compared to the last year which was Rs. 12.21 lakhs.

The company's export has been increased to Rs. 8,037.68 lakhs from Rs. 6,999.12 lakhs during the year under review achieving a growth of 15 %.

##### PROFITABILITY AND EARNING PER SHARE

The Operating Profit (Earnings before interest, tax and depreciation) to Rs.988.03 lakhs as compared to Rs. 990.68 lakhs in the previous year.

During the year, company's net profit after tax is amounted to Rs. 858.01 lakhs as compared to Rs. 904.83 lakhs in the previous year.

Earnings per share were Rs.15.57 as compared to Rs.16.42 in the previous year.

##### TRANSFER TO RESERVES

Your company proposes to transfer 858.01 lakhs to Reserve and Surplus account of the balance sheet. This increases the amount of closing balance of the Reserves and Surplus comes to Rs. 2435.79 lakhs (previous year Rs. 1600.46 lakhs) after paying the dividend on Preference Shares.

##### DIVIDEND

Considering the expansion plans of the company, the Board of Directors are unable to recommend any dividend for the financial year ending March 31, 2015 on the Equity Shares of the company.

However, the company has proposed dividend on 4% Preference Shares of the company @ 4% amounting to Rs. 4/- per share. The dividend pay-out amount on preference shares aggregating to Rs. 14.00 lakhs (previous year Rs. 14.00 lakhs). The dividend distribution tax on the recommended dividend amounts to Rs. 2.85 lakhs (previous year Rs. 2.38 lakhs).

#### 5. OPERATIONS REVIEW:

The honey is collected from the beekeepers in the fields and after processing the same ends up in sophisticated export and domestic market where the norms are very stringent regarding honey being a food product.

#### 6. EXPORTS

The continued thrust on export activities and quality of products manufactured by the company has resulted in an phenomenal increase in direct exports from Rs. 8037.68 lakhs in previous year to Rs. 6999.12 lakhs in current year showing an increase of about 15% (approx.).

## 7. FOOD DIVISION

The food division of the company is also achieving growth at a rapid pace. As on 31<sup>st</sup> March 2015, the company was running total four stores across India, two at Bangalore and one at Pune and signed up for the territory franchisee for Delhi/ NCR and one individual franchisee each in Delhi and Bangalore.

### Store Position

Serial No.	City	Current No. of Stores
1.	New Delhi and Gurgaon	3
2.	Bangalore	2
3.	Pune	1
<b>Total</b>		<b>6</b>

## 8. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion & Analysis Report is presented in a separate section, which forms part of this Director's Report.

## 9. EXPANSION/NEW PROJECT

### A. NEW PROCESSING PLANT- ROORKEE

The company had decided to open one more plant at Khasra No. 72, Village Makhiyali, Dundi Pargana, Peerpura Road, Near Hyundai Showroom, Roorkee, Uttarakhand-247667 nearby to existing plant. Lease agreement for the plant being already entered in respect of land. The civil construction had already been completed at site.

This will enhance the company's strength and ability to handle the growing market demand which is on increasing pace every year.

### 10. SUBSIDIARY COMPANY:

The Company has no subsidiary as on date.

### 11. CREDIT RATING:

CRISIL Limited is one of the most experienced and leading credit rating agencies in the country today. The grading services offered by CRISIL employ pioneering concepts and methodologies.

CRISIL has assigned rating of CRISIL BB+ (Double B+) for Long term Bank Facilities and CRISIL A4+ (A Four +) for short term Facilities during the previous financial year.

### 12. LISTING:

The Equity Shares of your company are listed with Bombay Stock Exchange (BSE) Limited.



### 13. PARTICULARS OF EMPLOYEES:

Pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended, names and other particulars of employees are required to be attached to this report.

However as per Section 219(1)(b)(iv) of the Companies Act, 1956, the report and annual accounts of your company sent to the shareholders do not contain the said annexure. Any member desirous of obtaining a copy of said annexure may write to your Company Secretary at the registered office of the company.

### 14. INSURANCE:

All the properties of the company including plants & machinery, stocks, building, etc. are adequately insured and protected against various risk.

### 15. DEPOSITS

The company has not accepted any deposits from public within the meaning of Section 58A of the Companies Act, 1956 and rules made there under.

### 16. DIRECTORS:

Mr. Sushil Gupta and Mrs. Shalini Malik, Directors, retire by rotation at the forthcoming Annual General Meeting on September 28, 2015 and being eligible, offer themselves for re-appointment. The brief resume of the directors are given in the notes appended with the Notice of Annual General Meeting.

Your Directors recommended to pass the resolutions related to the re-appointment of Mr. Sushil Gupta & Mrs. Sunita Shalini Malik as Directors of your company.

### 17. AUDITORS:

#### (A) STATUARY AUDITORS

M/s Sudhir Agarwal & Associates, Chartered Accountants, New Delhi, holds office as a Statutory Auditor until the conclusion of forthcoming Annual General Meeting of the company and are eligible for re-appointment to audit the accounts of the company.

The company has received a requisite certificate, pursuant to Section 224 (1B) of the Companies Act, 1956 from M/s Sudhir Agarwal & Associates, Chartered Accountants, Statutory Auditor of the company regarding their eligibility for re-appointment as an Auditor of the company.

#### (B) SECRETARIAL AUDIT

Pursuant to provisions of The Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed **M/s Aggarwal Charu & Associates, New Delhi** a firm of company Secretary in Practice to undertake the secretarial audit of the company for the year 2014-15. The report of the secretarial audit is annexed herewith. The board has further appointed them as secretarial auditor for the financial year 2015-16

### 18. AUDITORS REMARKS:

The Auditor's Report along with Notes on Financial Statements are self – explanatory and do not call for any further comments.

## 19. CORPORATE GOVERNANCE:

The company is committed to maintain the highest standards of corporate governance. Your company is in compliance with the requirements and disclosures with respect to the Code of Corporate Governance as required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges. As a listed company, necessary measures are taken to comply with the Listing Agreement with the Stock Exchanges.

A separate section on corporate governance forming part of the Directors' Report and the certificate confirming on corporate governance for the year ended March 31, 2015 from M/s Umesh Kumar & Associates, Company Secretaries, New Delhi is attached hereto and forms part of this Annual Report as **Annexure 'B'**.

## 20. CODE OF CONDUCT

The code of conduct laid down by the Board is in operation in the company. All Board members and senior management personnel have affirmed the compliance with the code. The declaration to this effect is enclosed to the corporate governance report.

## 21. FIXED DEPOSITS

Your company has not raised any public deposits during the period under review within the meaning of Section 58A of the Companies Act, 1956. There was no public deposit outstanding as at the beginning or at the end of the period.

## 22. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, in relation to financial statements for the Financial Year ending March 31<sup>st</sup> 2015, the Board of Directors report that: -

- a) In the preparation of the annual accounts for the period ended March 31, 2015, the applicable accounting standards have been followed;
- b) The Directors had selected such accounting policies and applied them consistently and made judgments 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 March 31, 2015 and of the profit of the company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 safeguarding of the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the annual accounts for the period ended on March 31, 2015 on a going concern basis.

## 23. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The particulars as prescribed under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988 are given as an Annexure to this Report.

## 24. FOREIGN EXCHANGE EARNING AND OUTGO

Details of expenditure and earning in foreign currencies are given as an annexure to this report.

## 25. INTERNAL AUDITOR

Your Company has appointed M/s Mukhtar Alam & Associates Chartered Accountant, New Delhi as Internal Auditor for the year 2015-16.

## 26. CORPORATE SOCIAL RESPONSIBILITY

In compliance with Section 135 of the a reference to the web-link to the CSR Companies Act, 2013 and (Corporate Social Responsibility Policy) Rules, 2014 and other applicable provisions, your company has already constituted the corporate social responsibility committee vide its board meeting dated The said committee has already framed the CSR policy vide its meeting dated and board has approved the policy in its meeting held on same date. The provision of CSR has already been implemented in the company.

### 1. A BRIEF OUTLINE OF THE CSR POLICY OF THE COMPANY

In the CSR policy, your company has mainly focused on education, eradicating hunger , malnutrition, and other areas as mentioned in the rules as under the companies act 2013, As per policy all the CSR activities and expenses thereof will be approved/ratified and recommended to the board for final approval.CSR policy is available on the website of the company.

### 2. COMPOSITION OF THE CSR COMMIITEE

Serial No.	Name of the Members	Designation
1.	Mr. Vimal Anand	Chairman
2.	Mr. Karan Ahooja	Vice-Chairman
3.	Mr. Sushil Gupta	Member
4.	Mrs. Sunita Chaddha	Member

### 3. Average net profit of the Company in the last three financial years.

**Average Net profit: 613.29**

### 4. Prescribed C.S.R Expenditure:. The company is required to spend Rs.

**Rs. 12.27 Lakhs**

### 5. Details of CSR spend for the financial year: Financial Year 2014-2015

Total Amount spent for the financial year:

**Rs. 12.50 Lakhs**

Amount unspent if any: **NIL**

Manner in which the amount spent during the financial year is detailed below:

Sr. No.	Project	Sector	Location	Amount outlay	Amount spent	Cumulative expenditure	Amount Spent; direct or through implementing agency
1.	Shri Sanatan Dharm Sabha	Eradication of Hunger and Poverty	New Delhi	N.A.	4,00,000/-	4,00,000/-	Direct
2.	J.N. Educational Society	Promotion of Education	New Delhi	N.A.	8,50,000/-	8,50,000/-	Direct

**27. DISCLOSURES PURSUANT TO SECTION 197(12) AND RULE 5 OF COMPANIES APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL RULES, 2014**

Required disclosures are as under;

**1. THE RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES REMUNERATION OF THE COMPANY FOR THE FY 2014-2015**

(Amount in RS.)

S.No.	Name	Designation	CTC	Median Employee Salary	Ratio
1	Mr. Vimal Anand	Managing Director	30,60,000	1,36,700	22.38:1
2	Mr. Amit Anand	Joint Managing Director	30,00,000	1,36,700	21.95:1
3	Mr. Deepak Anand	Director	6,00,000	1,36,700	5.32:1

Note- Required median has been calculated by considering the annual cost of the company (CTC) for the Directors and Employees.

**2. THE PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER, CHIEF EXECUTIVE OFFICER, COMPANY SECRETARY OR MANAGER, IN THE FINANCIAL YEAR 2014-15**

The changes made in the remuneration of each director, chief financial officer, chief executive officer, company secretary or manager in the financial year is as follows:-

S.No.	Name	Designation	Remuneration paid in FY 2013-14	Remuneration paid in FY 2014-15	Change	Percentage (%)
1	Mr. Vimal Anand	Managing Director	26,40,000	30,60,000	4,20,000	15.90
2	Mr. Amit Anand	Joint Managing Director	26,04,000	30,00,000	3,96,000	15.21
3	Mr. Deepak Anand	Director	6,00,000	6,00,000	0	0
4	Mr. Vikas Agarwal	Company Secretary	3,49,000	4,14,000		18.62

### 3. THE PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR

The details of percentage increase in the median remuneration of employees in the financial year are as follows

Median of Common employees from Apr-14 & Mar-15

(Amount in RS.)

Remuneration of Apr-14 (Total earning + Employer PF)	Remuneration of Mar-15 (Total earning + Employer PF)	Increase	Percentage (%)
22,540	24,750	2,210	9.80

### 4. THE NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF COMPANY

The number of permanent employees on the rolls of the company as on 31<sup>st</sup> March, 2015 is 71.

NAME OF THE COMPANY	As on 31st March 2014 (No. of Employees on Payrolls)	As on 31st March 2015 (No. of Employees on Payrolls)	% CHANGE DURING THE YEAR
APIS INDIA LTD.	89	71	-13.92

### 5. THE EXPLANATION ON THE RELATINSHIP BETWEEN AVERAGE INCREASE IN REMUNERATION AND COMPANY PERFORMANCES

#### COMPANY PERFORMANCE

(Amount in Rs.)

PARTICULARS	FINANCIAL YEAR 2013-2014	FINANCIAL YEAR 2014-2015	% CHANGE
TOTAL REVENUE	1,021,587,000	1,18,69,08,000	16.18
PROFIT BEFORE TAX	9,90,68,000	9,88,03,000	-00.27
PROFIT AFTER TAX	9,04,83,000	8,58,01,000	-5.17
TOTAL REMUNERATION PAID	2,99,21,000	2,77,46,000	-7.45

The overall remuneration paid by the company has come down by 7.45% as compared to previous financial year. Most of the employees of the company have only the fixed components with negligible variable components hence the remuneration paid does not vary with the revenue of profit after tax of the company. The nature of the business of the company directly relates with market conditions, economic environment, government stability and various other factors. The company has the practice of having a long term relationship with its employees and thus do not have major impact of increase / decrease in revenue or change in market conditions. The company evaluates its employees, KMP's, as per nomination and remuneration and evaluation policy adopted by the board.

**6. COMPARISON OF THE REMUNERATION OF THE KEY MANAGERIAL AGAINST THE PERFORMANCE OF THE COMPANY**

(Amount in Rs.)

S.No.	Name	Designation	Remuneration paid in FY 2013-14	Remuneration paid in FY 2014-15	Change	Percentage (%)
1	Mr. Vimal Anand	Managing Director	26,40,000	30,60,000	4,20,000	15.90
2	Mr. Amit Anand	Joint Managing Director	26,04,000	30,00,000	3,96,000	15.21
3	Mr. Deepak Anand	Director	6,00,000	6,00,000	0	0
4	Mr. Vikas Agarwal	Company Secretary	3,49,000	4,14,000	65,000	18.62

The standalone profit after tax of the company has decreased during the current financial year i.e. 2014-15 by 5.17% as compared to FY 2013-14. The remuneration of the KMP's are duly

reviewed on annual basis keeping in mind the tenure, the past performance and current performance. The remuneration of directors has reviewed this year.

**7. 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 details relating to the average percentile increases in the salary from last financial year is as follows :

(Amount in Rs.)

Remuneration paid to employees excluding managerial personnel for the FY 2013-14	Remuneration paid to employees excluding managerial personnel for the FY 2014-15	% change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2013-14	Remuneration paid to managerial personnel for the FY 2014-15	-% change in Remuneration paid to managerial personnel
2,40,77,000	2,10,86,000	-12.42%	58,44,000	66,60,000	13.96

**28. ACKNOWLEDGEMENT & APPRECIATION:**

Your company wish to place on record their appreciation for the contribution made by the employees at all levels but for whose hard work, solidarity, and support your company's achievements would not have been possible.

Your Directors would like to thank all its shareholders, bankers and various other statutory authorities for the faith reposed and supporting in endeavor of the company.

Last but not the least, the Board is extremely thankful to all the domestic and overseas customers who have been a source of strength in our growth progress and we would like to express our gratitude to them.

**For and on behalf of the Board of Directors**

Place: New Delhi  
Date: September 1, 2015

**Vimal Anand**  
(Managing Director)

**Amit Anand**  
(Jt. Managing Director)

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 2049(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**To,**  
**The Member,**  
Apis India Limited  
18/32, East Patel Nagar  
New Delh-1100352

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 reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2015 complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject 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 the Company for the financial year ended on March 31, 2015 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
  - (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, 1992;
  - (c) The Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulations, 2009;



- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines , 1999;
  - (e) The Securities and Exchange Board of India ( Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India ( Registration to an Issue and Share Transfers Agents ) Regulations, 1993;
  - (g) The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations, 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998;
6. Other Laws applicable to the Company ;
- i. Drugs and Cosmetics Act, 1940
  - ii. Industrial Disputes Act, 1947
  - iii. The Payment of Wages Act, 1936
  - iv. The Minimum Wages Act, 1948
  - v. Employee State Insurance Act, 1948
  - vi. The Employee Provident Fund and Miscellaneous Provisions Act, 1952
  - vii. The Payment of Bonus Act, 1965
  - viii. The Payment of Gratuity Act, 1972
  - ix. The Contract Labour( Regulation and Abolition) Act, 1970
  - x. The Maternity Benefits Act, 1961
  - xi. Competition Act, 2002
  - xii. The Income Tax Act, 1961
  - xiii. Shops and Establishments Act, 1948
  - xiv. Legal Metrology Act, 2009
  - xv. Drugs( Pricing Control) Order 2013
  - xvi. The Central Excise Act, 1944
  - xvii. The Customs Act, 1962
  - xviii. The Finance Act, 1994

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Bombay Stock Exchange

During the period under review the Company has 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 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 is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further

information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that 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.

**(M/s Aggarwal Charu & Associates)  
(Practicing Company Secretary)**

**Charu Aggarwal  
Proprietor  
ACS: 32157  
CP: 12069**

**Place: Delhi  
Date: 22/08/2015**

Note: 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 Member,**  
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 records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our 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 the 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 and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

**M/s Aggarwal Charu & Associates**  
**(Practicing Company Secretary)**

**(Charu Aggarwal)**  
**Proprietor**  
**ACS: 32157**  
**CP: 12069**

**Place: New Delhi**  
**Date: 22/08/2015**

## **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. It has also expanded its operation in Retail Food Industry by becoming the Master Franchisee of USA Based Pretzel chain Wetzel's Pretzels.

### **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 have 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 a 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

The Stock of the Company being Non Frequently traded, the high and low price of the share of the Company is maintained at 50/- per share with the Bombay Stock Exchange.

### **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

The Company is engaged in the production and distribution of honey, honey related products, and Bakery Products relating to its Pretzel Chain. Hence business segmentation reporting is applicable to the company as company operating in two different product segments.

(Rs. In Lakhs)

Sr. No	Particulars	Year Ended 31st March 2015
1	<b>Segment Revenue</b>	
	- Segment Sales (Honey)	11,746.38
	- Segment Sales ( Food Division )	121.24
	<b>Total Net Sales from operation</b>	<b>11,867.62</b>
2	<b>Segment Results</b>	
	Profit (+) / Loss (-) before Tax)	
	<b>a) Segment – Honey Division</b>	
	Profit Before Expenses	<b>3,100.61</b>
	Less: Allocable Expenses	1,890.37
	Profit After Allocable Expenses	1,210.25
	<b>b) Segment- Food Division</b>	
	Profit Before Expenses	60.30
	Less: Allocable Expenses	120.17
	Profit After Allocable Expenses	(59.86)
	Profit Before Un-allocable Expenses (a+b)	1,150.38
	Less: Un-allocable Expenses (Net)	162.35
	<b>Profit Before Tax</b>	<b>988.03</b>
3	<b>Capital Employed</b>	
	Honey –Division	3,170.33
	Food –Division	226.33
	<b>Total</b>	<b>3,396.66</b>

#### 8. FINANCIAL OPERATION AND PERFORMANCE:

In the current year, your Company has been able to achieve the net sales of Rs. 11279.39 Lakhs compare to previous year Rs. 9878.51 Lakhs. The Company's Export has been increased from Rs. 69.99 Crores to Rs. 80.38 Crores during the year under review.

During the year, Company's profit before tax has amounted to Rs. 988.03 (previous year Rs. 990.68 lakhs). Earnings per share was Rs. 15.57 as compared to Rs. 16.42 for the previous year.

#### 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:

Your Company is keenly concerned about the interest of its human resources in the organization and looks after their concerns in the best possible manner.

As on March 31, 2015, in all there were 71 employees on the rolls of the Company. Of these 24, were at the Executive level and the remaining 47 in non-executive level. 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.*

## REPORT ON CORPORATE GOVERNANCE

**In accordance with Clause 49 of the Listing Agreement with the BSE Limited (BSE), the report containing the details of corporate governance systems and processes at Apis India Limited is as under:**

### **1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The company believes that the code prescribes only a minimum framework for governance of business in corporate framework. The company's philosophy is to develop this desired minimum framework and institutionalize the spirit it entails. This will lay the foundation for further development of superior governance practice which is vital for growing a successful business. The company recognizes that transparency, disclosure, financial control and accountability are the pillars of any good system of corporate governance. It is company's endeavor to attain highest level of governance to enhance the stakeholder's value.

Corporate governance is about directing and controlling the company with the overriding objective of optimizing return for the shareholders. A good governance process aims to achieve this by providing long-term visibility of its business, ensuring effective relationship with stakeholders, establishing systems that help the Board in understanding risk appetite and monitoring risk at every stage of corporate evolution process. The company's philosophy is responsive to the aspirations of customers, suppliers, lenders, employees, the shareholders and the expectations of the society.

The company believes that any meaningful policy on corporate governance must provide empowerment to the executive management of the company and simultaneously create a mechanism of checks & balances which ensure that the decision making powers vested in the executive management is used with care and responsibility to meet stakeholder's aspirations and societal expectations. The company firmly believes in good corporate governance framework to attain the highest level of transparency, accountability and integrity.

The company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered with the Stock Exchange with regard to the corporate governance.

### **2. COMPANY'S GOVERNANCE STRUCTURE**

The corporate governance structure at Apis India Ltd. is as follows:

- 1 Board of Directors: The functioning of the Board is democratic. The members of the Board with the permission of chairman are free to bring up any matter for discussion at the Board meetings. The Board plays a key role in framing policies for ensuring and enhancing good governance. Besides its primary role of setting corporate strategies, goals and monitoring corporate performance, the Board directs and guides the activities of the management towards achieving those corporate goals, seeks accountability with a view to achieve sustained and consistent growth aimed at adding value for its stakeholders.

- 2 Board Committee: The Board has constituted various committees viz, Audit Committee, Remuneration Committee and Shareholders'/Investors' Grievance Committee. Each Committee has been mandated to operate within a given framework.

A report on compliance with the code of corporate governance as prescribed by the Securities and Exchange Board of India (SEBI) and incorporated in the Listing Agreement is given below:

### 3. BOARD OF DIRECTORS

The size and composition of the Board of Directors confirms the requirement of Listing Agreement to maintain the independence of the Board. The Board of Directors comprises of Chairman, Managing Director, Whole-time Directors and other Independent Directors. Mr. Vimal Anand is Executive Director designated as Managing Director of the company, Mr. Amit Anand is designated as Joint Managing Director of the company and Mr. Deepak Anand is designated as Whole time Director.

#### Composition of Board of Directors

As on March 31, 2015, the composition of Board of Directors comprised proper combination of Executive Director and Non – Executive Director. Of the total number of Directors i.e. Seven (7), more than fifty percent of the Board of Directors comprises Non - Executive Director. The name and categories of Directors along with DIN Number are as follows:

Category	Name	DIN No.
Executive Director - Chairman	Mr. Deepak Anand	00999570
Executive Promoter Director (including Managing Director & Jt. Managing Director)	Mr. Vimal Anand	00951380
	Mr. Amit Anand	00951321
Independent Non-Executive Directors	Mrs. Shalini Malik	03397744
	Mr. Sushil Gupta	01549211
	Mrs. Sunita Chaddha	03398434
	Mr. Karan Ahooja	02688727

None of the Directors of the company is a member in more than ten (10) committees or acts as a Chairman in more than five (5) committees, as specified in Clause 49 (I) (C) (ii) of the Listing Agreement. The company is notified by Directors, from time to time, status of committee positions he occupies in other companies.

### 4. BOARD MEETINGS

The Board meets at regular intervals and detailed agenda is sent to each director prior to Board and committee meetings. During the Financial Year 2014-15, Twelve (12) Board Meetings were held and the gap between two meetings did not exceed four months as required by listing agreement. The dates of such Board Meetings were as follows:-



Sr. No.	Date of Board Meeting	Quarter (I, II, III, IV)
1.	02 <sup>nd</sup> April 2014	April – June (I <sup>st</sup> Quarter)
2.	18 <sup>th</sup> April 2014	
3.	29 <sup>th</sup> May 2014	
4.	25 <sup>th</sup> June 2014	
5.	13 <sup>th</sup> August 2014	July – September (II <sup>nd</sup> Quarter)
6.	01 <sup>st</sup> September 2014	October – December (III <sup>rd</sup> Quarter)
7.	23 <sup>rd</sup> October 2014	
8.	13 <sup>th</sup> November 2014	
9.	22 <sup>nd</sup> November 2014	January – March (IV <sup>th</sup> Quarter)
10.	10 <sup>th</sup> January 2015	
11.	20 <sup>th</sup> January 2015	
12.	11 <sup>th</sup> February 2015	

The Board meets at least once in a quarter to review the quarterly financial results and operation of the Company. In addition to the above, the Board also meets as and when necessary to address specific issues relating to the business. The tentative annual calendar of Board Meetings for approving the accounts for the ensuing year is decided well in advance by the Board. The necessary quorum was presented for all the meetings held during the year 2014-15

Minutes of the meetings of the Board Committees are circulated to all the Directors.

**Composition of Board of Directors and their Attendance in the Board Meetings held as specified above -**

Name of Director	Category of Directorship	Attendance Particulars		Directorships / Committee Directorships / Chairmanship in other Companies			Number of Shares held as on March 31, 2015
		Board Meetings	Last AGM	Directorships	Membership	Chairmanship	
Mr. Vimal Anand	ED - MD (upto 30-05-2017)	6	Yes	2	-	-	9,05, 643

<b>Mr. Amit Anand</b>	ED - WTD (upto 28-02-2018)	11	Yes	2	-	-	9,27,639
<b>Mr. Sushil Gupta</b>	NED – I	11	Yes	-	-	-	16,709
<b>Mr. Deepak Anand</b>	ED - WTD	10	Yes	2	-	-	10,13,225
<b>Mr. Karan Ahooja</b>	NED – I	11	Yes	2	-	1	-
<b>Mrs. Shalini Malik</b>	NED – I	10	Yes	-	2	-	-
<b>Mrs. Sunita Chaddha</b>	NED – I	12	Yes	-	1	-	-

ED – Executive Director

NED – Non Executive Director

NED – I - Non Executive Director - Independent

MD – Managing Director

WTD – Whole Time Director

None of the Non – Executive Director of the company has any material pecuniary relationship or transaction with the company except that Mrs. Prem Anand, who was Non executive director till 11<sup>th</sup> November 2013 and the share application paid by her during the year into the company is also refunded.

The Board periodically reviews compliance report of all laws applicable to the company, on time to time as reported prepared by the company as well as steps taken by the company to rectify instances of Non – compliances.

## 5. INTERSE RELATIONSHIP AMONGST DIRECTORS

Mr. Vimal Anand and Mr. Amit Anand are sons of Mr. Deepak Anand. No other Director is related to any other Directors as per the definition of relative in The Companies Act 1956.

## 6. BOARD SUPPORT

The Company Secretary attended all the Board meetings and advises the Board on compliances and governance of the applicable laws.

[Details of Directors seeking Re – appointment at the forthcoming Annual General Meeting :](#)

**(a) Mr. Sushil Gupta**

Mr. Sushil Gupta was born on February 02, 1955, in his long experience his achievements in business have proved his worthiness and it is believed that his experience as Independent Director of the company is paving the way for the overall development and compliance with the regulatory environment by the Company. He is neither a director nor member of any committee other than Apis India Limited. Mr. Sushil Gupta is presently member of two committees. He is holding **16709 (0.030%)** numbers of shares in the Company. He is acting as an Independent Non - Executive Director in the Company..

**(b) Mrs. Shalini Gupta**

Mrs. Shalini Malik is Masters in Arts and Graduate in Education. She is also an eminent educationist. Her experience as a social activist and valued thoughts has paved the way for the growth including Corporate Governance Segment of the company. She is neither a Director nor holding Committee membership in any Company except Apis India Limited. She is holding NIL number of shares in the Company. She is acting as an Independent Non - Executive Director in the Company.

**7. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

The company's Code of Conduct, as adopted by the Board of Directors, is applicable to all the Directors, Senior Management and one level below the Executive Director including all functional heads of the company in compliance with Clause 49 of the Listing Agreement. The Managing Director, of the company, confirms and affirms compliance with the company's code of conduct for the year ending 31<sup>st</sup> March 2015. The Code is derived from three essential and basic principles, which form the ingredient of a growing company viz. Good Corporate Governance, Good Corporate Citizenship and Good Ethics. The Code is available on the Company's website: [www.apisindia.com](http://www.apisindia.com).

A declaration to this effect signed by the Managing Director is appended at the end of this report.

**8. COMMITTEES OF THE BOARD**

The company has constituted Audit Committee, Remuneration Committee and Investor's Grievances' Committee as per Clause 49 of the Listing Agreement. The decisions regarding the constitution of the committee, appointment of members of the committee are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and attendance, are provided below: -

**(a) AUDIT COMMITTEE**

The company has duly constituted an Audit Committee of Directors as mandated under the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement. The constitution of the Audit Committee as on March 31, 2015 is as follows: -

Name of the Member	Category	Chairman/Member
--------------------	----------	-----------------

Mr. Karan Ahooja	Independent Non-Executive Directors	Chairman
Mr. Vimal Anand	Executive Director	Member
Mr. Amit Anand	Executive Director	Member
Mrs. Shalini Malik	Independent Non-Executive Director	Member
Mr. Sushil Gupta	Independent Non-Executive Director	Member

During the year five (5) meetings of the Audit Committee were held in the year ended March 31<sup>st</sup> 2015 dated as under:

- a. May 29, 2014
- b. August 13, 2014
- c. September 01, 2014
- d. November 13, 2014, and
- e. February 11, 2015

The said Meetings were attended by all the members of the Audit Committee.

#### Scope / Term of Reference of Audit Committee

Term of reference of the Audit Committee are as specified in Clause 49 (II) (D) & (E) of the Listing Agreement entered with the Bombay Stock Exchange Limited (BSE).

Minutes of the Audit Committee Meetings are placed in the Board from time to time.

#### Powers of the Audit Committee

The Audit Committee has the following powers:

- I. To investigate any activity within its terms of reference.
- II. To seek any information from any employee.
- III. To obtain outside legal and professional advice.
- IV. To secure attendance of outsiders with relevant expertise, if it considers it necessary.

#### (b) SHAREHOLDERS'/INVESTORS' GRIEVANCE REDRESSAL COMMITTEE

The Shareholders' / Investors' Grievance Committee comprises of two Non-Executive directors. The shareholders' / Investors' Grievance as on March 31, 2015 comprises as follows:-

Name of the Member	Category	Chairman/Member
Mr. Deepak Anand	Executive Director	Chairman
Mr. Vimal Anand	Executive Director	Member
Mr. Karan Ahooja	Independent Non- Executive Director	Member
Mrs. Shalini Malik	Independent Non-Executive Director	Member

### Terms of Reference of the Committee

The Secretarial Department of the company and the Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited attended to the grievances of the shareholders and investors received and through Regulatory Authorities.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

There were no investor grievances during the year ended March 31, 2015 and hence no meeting of the committee was required to be held during the period.

The responsibilities of the Shareholders'/ Investors' Grievance Redressal Committee is to supervise the mechanism of Investors' Grievance Redressal and to ensure cordial investor relations.

### REMUNERATION COMMITTEE

The remuneration committee comprises of the following Directors as on March 31, 2015:-

Name of the Member	Category	Chairman/Member
Mr. Vimal Anand	Executive Director	Chairman
Mr. Sushil Gupta	Independent Non-Executive Director	Member
Mr. Karan Ahooja	Independent Non- Executive Director	Member
Mrs. Sunita Chaddha	Independent Non-Executive Director	Member

The functioning and terms of reference of the committee are as prescribed under the Listing Agreement with the Stock Exchanges and the Companies Act, 1956. The remuneration paid to the Directors during the last financial year is mentioned below

Name of the Director	Salary & Perquisites	Sitting fees	Commission	(Amount in INR)
				Total Amount paid/payable in 2014-15
Mr. Vimal Anand	30,60,000	-	-	30,60,000
Mr. Amit Anand	30,00,000	-	-	30,00,000
Mr. Deepak Anand	6,00,000	-	-	6,00,000

No sitting fees are paid to any of the Directors of the company.

**DETAILS OF SHARES HELD BY NON – EXECUTIVE DIRECTORS:**

Mr. Sushil Gupta, Non executive Independent Director holds 16,709 Equity Shares of the company i.e. 0.30% of the paid up capital of the company.

Besides above said person, no other Non - Executive Independent Director holds any share/stock options in the company as on March 31, 2015

**9. COMPLIANCE OFFICER**

Mr. Vimal Anand has been appointed as the Compliance Officer of the company.

**10. GENERAL BODY MEETINGS****(a) ANNUAL GENERAL MEETING / EXTRA ORDINARY GENERAL MEETING**

The details of the last three (3) Annual General Meetings / Extra Ordinary General Meeting are as follows:-

Type of Meeting	Date of Meeting	Time	Venue	Details of Special Resolution passed, if any
<b>Year 2013-2014</b>				
Annual General Meeting	26.09.2014	11:00 A.M.	18/32 East Patel Nagar, New Delhi -110 008	—
<b>Year 2012-2013</b>				
Annual General Meeting	28.09.2013	11:00 A.M.	18/32 East Patel Nagar, New Delhi -110 008	—
<b>Year 2011-2012</b>				
Annual General Meeting	28.09.2012	11:30 A.M.	18/32 East Patel Nagar, New Delhi -110 008	Increase in Remuneration of Mrs. Manisha Anand and Mrs. Sakshi Anand holding office or Place of Profit

Further, no EGM was held during the year 2013-2014.

**(b) Resolution passed through Postal Ballot**

During the year ended March 31, 2015, No resolution had been passed through postal ballot

**11. DISCLOSURES****(i) Related Party Disclosures**

The details of all significant transactions with related parties are periodically placed before the Audit Committee. Transactions, if any, with the related parties are disclosed in the notes to accounts, which form part of this annual report.

None of the material transactions except as disclosed in the annual report were entered with its promoters and their relatives, the directors and management and their relatives or any other related parties, were not likely to have a conflict with the interest of the company.

**(ii) Disclosure of Accounting Treatment**

There has not been any significant change in the accounting policies during the year. While, if in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction in the corporate governance report.

**(iii) Board Disclosures – Risk management**

The company laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures shall be periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

The company has complied with all the mandatory compliances of the report.

**(iv) NON – MANDATORY REQUIREMENTS:**

The company has fulfilled the following non – mandatory requirements as prescribed under annexure ID of Clause 49 of the Listing Agreements entered into with the Stock Exchange:

(i) The company has set up Remuneration Committee, details of which have been given earlier in this report.

**(ii) WHISTLE BLOWER POLICY**

The company has adopted a Whistle Blower policy to provide a formal mechanism to the employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the company's conduct or general ethics policy. The policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the company has been denied access to the Audit Committee.

**12. OTHER DISCLOSURES: -**

Pursuant to Clause 50 of the Listing Agreement entered into with the Stock Exchange, the company has followed the guidelines of the Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparations of Financial Statements. The company has complied with the requirements of Stock Exchanges where the company's shares are listed.

Further, there were no penalties and strictures have been imposed by SEBI or Stock Exchange or any other Statutory Authority.

### 13. CEO/CFO CERTIFICATION

The Managing Director (CEO) and the Chief Financial Officer (CFO) have certified to the Board in accordance with Clause 49(V) of the Listing Agreement pertaining to CEO/CFO certification for the financial year ended March 31, 2015. The certification to this effect is given as an annexure to this report.

### 14. COMPLIANCE CERTIFICATE

Pursuant to Clause 49 of the Listing Agreement, a certificate from M/s Umesh Kumar & Associates the Practising Company Secretary, certifying the compliance by the company with the provisions of the corporate governance of the Listing Agreement is given as an annexure to this report.

This certificate has also been forwarded to the Stock Exchanges where the shares of the company are listed.

### 15. MEANS OF COMMUNICATION

The quarterly and annual financial results along with segment report of the company are furnished to the Stock Exchanges on a periodic basis after the review of the Audit Committee of the Board and thereafter approval by the Board of Directors. The company has published quarterly results in the following newspaper:

1. Mint – All India (English Edition)
2. Hari Bhoomi - Delhi (Hindi Edition)

The company's website [www.apisindia.com](http://www.apisindia.com) contains separate section "Investor Relation" where shareholders information viz. quarter/annual results, shareholding pattern, & corporate announcement are made available. The annual report of the company is also available on the website in a downloadable form.

### 16. GREEN INITIATIVE IN THE CORPORATE GOVERNANCE BY 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 had issued circulars No. 17/2011 and No. 18/2011 on April 21, 2011 and April 29, 2011 stating that the service of official documents by a company to its members can be made through electronic mode. MCA has clarified that services of documents on members by e-mail will constitute sufficient compliance with Section 53 of the Companies Act, 1956, provided the members are given an advance opportunity to register their e-mail address or changes, if any, therein with the company.

Considering the move taken by the MCA as a welcome step, the company had sent the annual report for the



financial year 2014-15 in electronic form to the e-mail IDs made available and registered to the company by the depositories and/or members. All the official documents including annual report of the company, circulated to the members of the company through electronic mode, were made available on the company's website [www.apisindia.com](http://www.apisindia.com).

This year also, the company will send the annual report including various notices/documents like notices of General Meetings, Audited Financial Statements, Auditors' Report, Directors' Report and Financial Results in electronic mode.

The members are requested to provide their email IDs with their depository participants in case shares are held in electronic mode to ensure that the annual reports and other documents reach them at their preferred email IDs and where the shares are held in physical form, please get their email IDs updated in the records of the company.

## 17. STATUTORY COMPLIANCES

The company has complied with all the requirements of the Stock Exchanges/SEBI and Statutory Authority on all matters related to capital markets during the last three years.

## 18. INITIATIVES ON PREVENTION OF INSIDER TRADING PRACTICES

With SEBI imposing the responsibility of "Prohibition of Insider Trading" on the organization, the Board has designed a code of conduct strictly in accordance with the Model Code of Conduct prescribed by SEBI. The Code, besides other relevant matters, prohibits an insider from dealing in the shares of the company, while in possession of the unpublished price sensitive information in relation to the company. Though, the shares of the company are non – frequently traded in the stock exchange, the company periodically closes the trading window for the directors and employees of the company as per the Insider Trading code in force in the company.

## 19. GENERAL SHAREHOLDER INFORMATION

### (i) COMPANY REGISTRATION DETAILS

The company is registered in the National Capital Territory of Delhi, India. The Corporate Identity Number (CIN) allotted to the company by the Ministry of Corporate Affairs (MCA) is L51900DL1983PLC164048.

### (ii) 33<sup>rd</sup> ANNUAL GENERAL MEETING

Date : Monday, 28<sup>th</sup> September 2015  
Time : 11:00 A.M.  
Venue : 18/32 East Patel Nagar, New Delhi - 110 008

### (iii) Financial Year

The Financial Year covers the period from 1st April 2014 to 31st March 2015.

**(iv) Book Closure**

The date of book closure will be 10<sup>th</sup> September 2015 to 20<sup>th</sup> September 2015 (both days inclusive).

**(v) DIVIDEND**

The company is proposing dividend @ Rs. 4 per share on the 4% Preference Shares to the Preference Shareholders as on March 31, 2015, subject to the shareholder's approval at the ensuing Annual General Meeting.

Considering the future expansion plans of the company, the Board of Directors does not recommend any dividend on the Equity Shares of the company for the financial year ending March 31, 2015.

**(vi) Financial Calendar:**

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

Sr. No.	Particulars of Quarter	Tentative dates
1	First Quarter Results	In or before the Second week of August 2015
2	Second Quarter along with Half Yearly Results	In or before the Second week of November 2015.
3	Third Quarter along with Nine-months Results	In or before the Second week of February 2016.
4	Fourth Quarter along with Annual Results	In or before the Fourth week of May 2016.

**(vii) Listing on Stock Exchanges:**

The shares of the Company are listed on the Bombay Stock Exchange, the detailed description of which is given hereunder.

**Bombay Stock Exchange, Mumbai**

25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400 001

Tel: 022- 2272 1233/34

Fax: 022-2272 2082/2132

Website: [www.bseindia.com](http://www.bseindia.com)

The Annual Listing Fees of the Stock Exchange for the financial year 2014 – 2015 has been paid in time.

**(viii) Stock Code**

Trading Symbol on the BSE (Scrip Code): 506166

**(ix) ISIN with NSDL and CDSL**

Depository's Name	Equity Shares	Preference Shares
CDSL	<u>INE070K01014</u>	<u>INE070K04026</u>
NSDL	<u>INE070K01014</u>	<u>INE070K04034</u>

The annual custody / Issuer fee for the year 2013 – 2015 has been paid by the company to NSDL and CDSL.

**(x) Stock Market Price Data**

The shares of the company being non – frequently traded and the high and low price of the share of the company are maintained at Rs. 50/- per share. Hence, there is no information with reference to the high and low prices of the company's shares at the Bombay Stock Exchange.

**(xi) Registrar and Share Transfer Agent****Skyline Financial Services Private Limited**

D – 153A, 1<sup>st</sup> Floor,  
Okhla Industrial Area,  
Phase-I,  
New Delhi – 110 020  
Ph: 011 – 2681 2683 – 2681 2684  
Fax: 011 – 2629 2681  
Email: [contact@skylinerta.com](mailto:contact@skylinerta.com)

**(xii) Share Transfer System**

The shares in physical mode received for transfer are transferred expeditiously subject to completion of appropriate regulatory formalities. Confirmation in respect of the requests for dematerialization of shares is expeditiously sent to the respective depositories i.e. CDSL and NSDL.

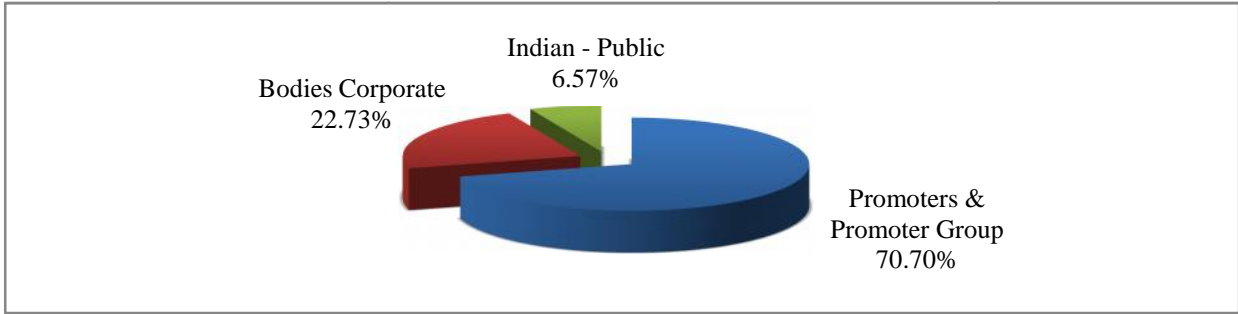
The average time taken for processing of share transfers including dispatch of share certificates was approximately 15 days, if the documents are clear in all respects. As the company's shares are currently traded in dematerialized form, the transfers are processed and approved in the electronic form by NSDL/CDSL through their depository participants.

There are no pending share transfer requests as on 31<sup>st</sup> March, 2015. Request received during the year for transfer of shares was duly executed in time.

**(xiii) Shareholding Pattern as on 31.03.2015**

Category of Shareholder	Share Holders		Shares	
	No. of Shareholders	Percentage of Shareholders	No. of shares	Percentage of Shares
<b>(A) Shareholding of Promoter Group</b>				
Individuals	5	19.23	3692507	67.01
Bodies Corporate	2	7.69	2,03,040	3.68
<b>Total Promoter Shareholdings</b>	<b>7</b>	<b>26.92</b>	<b>38,69,744</b>	<b>70.70</b>
<b>(B) Public Shareholding</b>				
Individuals	16	61.54	3,62,089	6.57
Bodies Corporate	3	11.84	12,52,440	22.73
<b>Total Public Shareholding</b>	<b>19</b>	<b>73.08</b>	<b>16,40,332</b>	<b>29.30</b>

<b>Total {A+B}</b>	<b>26</b>	<b>100</b>	<b>55,10,076</b>	<b>100</b>
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**SHAREHOLDING PATTERN****(xiv) Distribution Schedule as on 31<sup>st</sup> March 2015:**

Shares holding of Nominal Value of (Rs.)	Shareholders Number	Shareholders % to total	Total Number of Shares Held	% to total
0 – 50,000	NIL	NIL	NIL	NIL
50,001 – 1,00,000	2	7.69%	11844	0.22%
1,00,001 – 1,50,000	3	10.71%	33,840	0.61%
1,50,001 – 2,00,000	2	7.69%	32,783	0.59%
2,00,001 – 2,50,000	5	17.86%	1,10,403	2.00%
2,50,001 – 5,00,000	3	10.71%	88,619	1.61%
5,00,001 – 10,00,000	2	7.14%	1,43,820	2.61%
10,00,001 – 20,00,000	1	3.57%	1,43,820	2.61%
20,00,001 – 30,00,000	NIL	NIL	NIL	NIL
30,00,001 – 40,00,000	NIL	NIL	NIL	NIL
40,00,001 – 50,00,000	5	17.86%	20,98,440	38.09%
50,00,001 – 1,00,00,000	2	7.14%	18,33,282	33.27%
1,00,00,001 – 1,50,00,000	1	3.57%	10,13,225	18.39%
<b>Total</b>	<b>30</b>	<b>100.00</b>	<b>55,10,076</b>	<b>100.00</b>

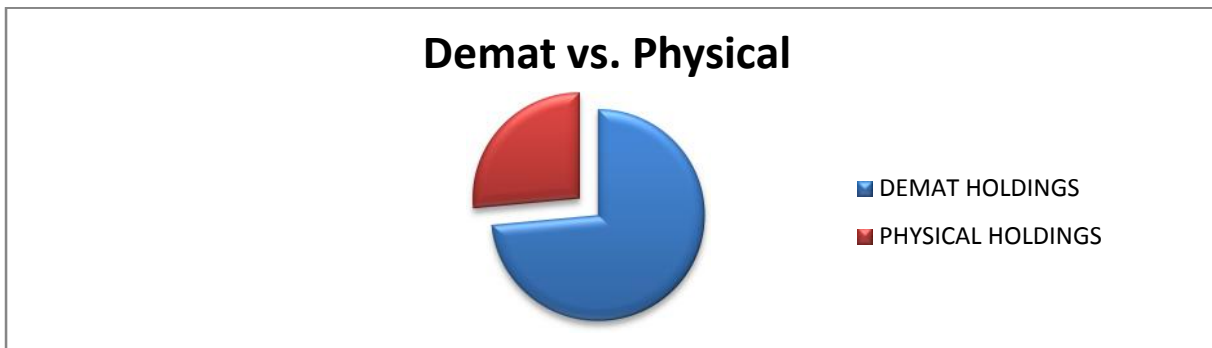
**(xv) Dematerialization of Shares and Liquidity**

As on March 31, 2015, 73.53% of the company's total Shares i.e. 40,51,727 Equity Shares were held in dematerialized form and 26.47% comprising 14,58,349 Equity Shares were held in physical form.

The Preference Share Capital of the company is held in physical form.

## 20. RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Listed Stock Exchanges. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.



### (xvi) Liquidity

The shares of your company are currently not traded at the Bombay Stock Exchange.

### (xvii) Internet Access: [www.apisindia.com](http://www.apisindia.com)

The website of the company contains all relevant information about the Apis family. The company is regularly updating of its website to meet the statutory compliances.

### (xviii) Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity

The company has not issued any GDRs / ADRs / Warrants or any other Instruments convertible into Equity.

### (xix) Plant Locations:

The locations of the Works of the company are specified below:-

Unit
<b>Apis India Limited</b> Khasra No. 66 – 69, Village Makhiali, Dundi Pargana,

Roorkee (Uttarakhand) – 247 667
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**(xx) Address for Correspondence:**

<b>Vimal Anand</b> <b>Compliance Officer</b> <b>Apis India Limited</b> 18/32, East Patel Nagar, New Delhi – 110 008 Ph. No. – 011 – 4320 6666 Fax No. – 011 – 2571 3631	<b>The Company Secretary</b> <b>Apis India Limited</b> 18/32, East Patel Nagar, New Delhi – 110 008 Ph. No. – 011 – 4320 6666 Fax No. – 011 – 2571 3631
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**Exclusive Mail id for Investor Grievances:**

Pursuant to Clause 47(f) of the Listing Agreement with Stock Exchange, the following are the designated exclusive emails for Investors Grievance:

[investor.relations@apisindia.com](mailto:investor.relations@apisindia.com)

Website: [www.apisindia.com](http://www.apisindia.com)

**Any Shareholder Complaints/Queries may also be addressed to:****Skyline Financial Services Private Limited**

D – 153A, 1<sup>st</sup> Floor,  
 Okhla Industrial Area,  
 Phase-I,  
 New Delhi – 110 020  
 Ph: 011 – 2681 2683 – 2681 2684  
 Fax: 011 – 2629 2681  
 Email: [contact@skylinerta.com](mailto:contact@skylinerta.com)

The corporate governance report was adopted by the Board of Directors of the company at their meeting held on September 1, 2015.

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**DECLARATION BY MANAGING DIRECTOR UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

I, Vimal Anand, Managing Director of the company, hereby confirm that all the Board members and senior management personnel of the company have affirmed their compliance of the 'Code of Conduct for Members of the Board and Senior Management' for the year ended 31<sup>st</sup> March 2015 in terms of Clause 49 (I) (D) (ii) of the Listing Agreement with the Stock Exchanges.

For Apis India Limited  
 Sd/-

Place: New Delhi  
Date: September 1, 2015

**Vimal Anand**  
(Managing Director)

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**Certificate by Chief Executive Officer on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement(s)**

To

The Board of Directors  
Apis India Limited  
18/32, East Patel Nagar  
New Delhi – 110 008

We Vimal Anand, Managing Director and Mr. Amit Anand, Joint Managing Director hereby certify that for the financial Year 2014-2015:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
  - (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.
2. There are, to the best of their 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.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
4. 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
- (ii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For Apis India Limited**

**Place: New Delhi**  
**Date: September 1, 2015**

**Sd/-**  
**Vimal Anand**  
(Managing Director)

**Sd/-**  
**Amit Anand**  
(Joint Managing Director)

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**CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE**

**To**

**THE MEMBERS OF**  
**APIS INDIA LIMITED**

We have examined the compliance of conditions of Corporate Governance by **Apis India Limited** ("the Company"), for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements.

We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the company.

**For Umesh Kumar & Associates**  
Practicing Company Secretaries

**Place: New Delhi**  
**Date : September 1, 2015**

**Sd/-**  
**Umesh Kumar**  
(Proprietor)  
C.P. No – 8361



## **INDEPENDENT AUDITOR'S REPORT**

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### **TO THE MEMBERS OF APIS INDIA LIMITED**

We have audited the accompanying financial statements of **APIS INDIA LIMITED**, which comprise the Balance Sheet as at March 31st, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act' 2013 with respect to the preparation of these financial Statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the accounting principles generally accepted in India including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies ; judgments and estimate that are reasonable and prudent: and design implementation of adequate financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true view and free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that is appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations to the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as 31st March, 2015, and its profit/loss and for the ended on that date.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

Further to our comments in the aforesaid annexure, as required by section 143(3) of the Act, we report that:

1. 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.
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the companies (accounts) Rule, 2014.
5. On the basis of the written representations received from the directors is not disqualified as on 31st March, 2015 from being appointed as directors in terms of section 164(2) of the Act.

6. 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) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note XX to the financial statements;
  - b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts for including derivative contracts –Refer Notes XX to the financial statements;[or the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There has been no delay in transferring amounts, required to be transferred, to the investor education and Protection Fund by the Company {or, following are the instances of delay in transferring amounts, required to be transferred, to the investor Education and Protection fund by the Company or there were no amounts which were required to be transferred to the investor Education and Protection Fund by the Company.

For SUDHIR AGARWAL & ASSOCIATES  
CHARTERED  
ACCOUNTANTS  
Firm Reg. No. 509930C

CA. Amit Kumar  
(Partner)  
M. NO. 518735

Date: 29/05/2015  
Place: New Delhi

**The Annexure referred to in paragraph 1 of the Our Report of even date to the members of APIS INDIA LIMITED on the accounts of the company for the year ended 31<sup>st</sup> March, 2015.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
  
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.  
  
(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.  
  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.  
  
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (b) and iii(c) of the order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and for sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not accepted deposits.

6. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes, except the following:

Name of Statute	Nature of Dues	Amount (In INR Lacs)	Period for which amount relates	Forum where dispute is pending
Sales Tax, Punjab	Sales Tax	223.43	AY 2006-07, 2008-09, 2009-10	Assessing Authority, Punjab
Customs, New Delhi	Custom Duty	114.66	AY 2009-10	Custom, Excise & Service Tax Appellate Tribunal, Delhi

(c) According to the information and explanations given to us, there is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

8. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
10. According to the information and explanations given to us, the Company has given corporate guarantee to Yes Bank for loan to suppliers of raw honey against bill discounting to the extent of INR 400.00 lacs.

- 11.** Based on our audit procedures and on the information given by the management, we report that the term loans were applied for the purpose for which the loans were obtained.
  
- 12.** Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

**FOR SUDHIR AGARWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm registration No: 509930C**

**Place: New Delhi  
Date: 29 May 2015**

**(Amit Kumar)  
PARTNER  
M. No. : 518735**

**APIS INDIA LIMITED**  
**Registered Office : 18/32, East Patel Nagar, New Delhi-110 008**  
**Balance Sheet as at 31st March, 2015**

(Amount in INR Lacs)

PARTICULARS		NOTE NOS.	As at 31st March 2015	As at 31st March 2014
<b>I. EQUITY AND LIABILITIES</b>				
(1)	<b>Shareholder's funds</b>			
	(a) Share Capital	3	901.01	901.01
	(b) Reserves and Surplus	4	2,435.79	1,600.46
(2)	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	5	135.24	195.39
	(b) Deferred tax liabilities (net)	6	36.64	59.74
(3)	<b>Current liabilities</b>			
	(a) Short-term borrowings	7	4,335.52	4,143.72
	(b) Trade payables	8	826.08	477.38
	(c) Other current liabilities	9	318.13	371.17
	(d) Short-term provisions	10	249.47	219.01
	<b>TOTAL</b>		<b>9,237.87</b>	<b>7,967.89</b>
<b>II. ASSETS</b>				
<b>Non-current assets</b>				
(1)	(a) Fixed Assets	11		
	(i) Tangible assets		788.07	825.94
	(ii) Intangible assets		111.64	132.76
	(iii) Capital work-in-progress		304.39	50.33
	(b) Misc. Expenses-Pre-operative		-	2.46
	(C) Long-term Loans and Advances	12	572.68	500.38
(2)	<b>Current assets</b>			
	(a) Current Investments	13	2.00	-
	(b) Inventories	14	3,044.21	3,511.63
	(c) Trade receivables	15	4,136.41	2,211.11
	(d) Cash and cash equivalents	16	119.21	165.72
	(e) Short-term loans and advances	17	153.26	562.08
	(f) Other current assets	18	6.00	5.48
	<b>TOTAL</b>		<b>9,237.87</b>	<b>7,967.89</b>
	Significant Accounting Policies & Notes on Account forming parts of the Financial Statement	1 - 34		

Notes referred to above form an integral part of the Financial Statements

**AS PER OUR REPORT OF EVEN DATE**  
**For SUDHIR AGARWAL & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No. 509930C

**For and on Behalf of the Board of Directors**

(Amit Kumar)  
 Partner  
 M.No: 518735

**Deepak Anand**  
 (Chairman)  
 DIN:00999570

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

Date :29 May, 2015  
 Place : New Delhi

**Vimal Anand**  
 (Managing Director  
 cum Compliance Officer)  
 DIN:00951380

**Vikas Aggarwal**  
 (Company Secretary)

**APIS INDIA LIMITED**  
**Registered Office : 18/32, East Patel Nagar, New Delhi-110 008**  
**Profit and Loss Account for the Year Ended as on 31st March, 2015**

(Amount in INR Lacs)

PARTICULARS		NOTE NOS.	31st March 2015	31st March 2014
I.	Revenue from operations	19	11,867.62	10,203.66
II.	Other income	20	1.46	12.21
III.	<b>Total Revenue (1+2)</b>		<b>11,869.08</b>	<b>10,215.87</b>
IV.	<b>Expenses:</b>			
	Cost of Materials Consumed	21	8,840.61	9,269.49
	Purchases of Stock-in-Trade		-	-
	Changes in Inventories of Finished Goods, Traded Goods and Work -in- Progress	22	(132.45)	(1,799.74)
	Employee benefits expense	23	294.02	317.69
	Finance Cost	24	485.08	391.54
	Depreciation and amortization expense	25	197.34	57.80
	Other expenses	26	1,196.45	988.40
	<b>Total expenses</b>		<b>10,881.05</b>	<b>9,225.19</b>
V.	Profit before exceptional and extraordinary items and tax (III-IV)		988.03	990.68
VI.	Exeptional items		-	-
VII.	Profit before extraordinary items and tax (III-IV)		988.03	990.68
VIII.	Extraordinary Items		-	-
IX.	Profit before tax (VII-VIII)		988.03	<b>990.68</b>
X.	Less: Tax Expense			
	(1) Current Tax		219.32	217.39
	Less : MAT Credit		(79.52)	(161.83)
	(2) For Deferred Tax (Liability)		(23.10)	27.35
	(3) Tax adjustments of prior years (net)		0.81	2.94
XI.	Expenses on Corporate Social Responsibilities		12.50	-
XII.	<b>Profit (loss) for the period (IX-X)</b>		<b>858.01</b>	<b>904.83</b>
XIII.	Earnings per equity share of face value of Rs. 10/- each Basic & Diluted (In Rs.)	32	<b>15.57</b>	<b>16.42</b>
	Significant Accounting Policies & Notes on Finacial Statement forming part of the Financial Statement	1 - 37		

Notes referred to above form an integral part of the Financial Statements

**AS PER OUR REPORT OF EVEN DATE**  
**For SUDHIR AGARWAL & ASSOCIATES**  
 CHARTERED ACCOUNTANTS  
 Firm Reg. No. 509930C

**For and on Behalf of the Board of Directors**

(Amit Kumar)  
 Partner  
 M.No: 518735

**Deepak Anand**  
 (Chairman)  
 DIN:00999570

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

Date :29 May, 2015  
 Place : New Delhi

**Vimal Anand**  
 (Managing Director  
 cum Compliance Officer)  
 DIN:00951380

**Vikas Aggarwal**  
 (Company Secretary)



NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS

(Amount in INR Lacs)

DESCRIPTION		31.03.2015	31.03.2014		
<b>3</b>	<b>SHARE CAPITAL</b>				
(a)	<b>AUTHORIZED SHARE CAPITAL</b>				
	9200000 - Equity Shares of Rs. 10/- each	920.00	920.00		
	350000 - Preference Shares of Rs. 100/- each	350.00	350.00		
(b)	<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>				
	5510076 - Equity Shares of Rs. 10/- each fully paid up	551.01	551.01		
	350000 - 4% Non-Convertible Preference Shares of Rs. 10/- each	350.00	350.00		
	<b>Total</b>	<b>901.01</b>	<b>901.01</b>		
(c)	<b>RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING PERIOD</b>				
		<b>Equity (No.of Shares)</b>	<b>Preference (No.of Shares)</b>		
	Shares Outstanding at the Beginning of the year	5,510,076	35,000		
	Shares issued during the year	Nil	Nil		
	<b>Shares Outstanding at the End of the year</b>	<b>5,510,076</b>	<b>35,000</b>		
(d)	<b>SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER:</b>				
	<b>Name of the Shareholders</b>	<b>As at 31st March 2015</b>		<b>As at 31st March 2014</b>	
		<b>No. of Shares Held</b>	<b>% of Holding</b>	<b>No. of Shares Held</b>	<b>% of Holding</b>
	DEEPAK ANAND	1,013,225	18.39	1,013,225	18.39
	AMIT ANAND	927,639	16.84	791,010	14.36
	VIMAL ANAND	905,643	16.44	792,279	14.38
	MANISHA ANAND	423,000	7.68	423,000	7.68
	SAKSHI ANAND	423,000	7.68	423,000	7.68
	M/S CAPITAL STOCK & SHARES LIMITED	401,850	7.29	401,850	7.29
	M/S SURYA MEDITECH LIMITED	448,740	8.14	448,740	8.14
	M/S SHRIDHAR FINANCIAL SERVICES LIMITED	401,850	7.29	401,850	7.29
(e)	<b>Aggregate number of Bonus Shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:</b>				
	<b>Particulars</b>	<b>2014-15</b>	<b>2013-14</b>	<b>2012-13</b>	<b>2011-12</b>
	Equity Shares fully paid up by way of bonus Shares	-	-	-	4,207,458
	Preference Shares bought back	-	-	-	336,433
<b>4</b>	<b>RESERVES AND SURPLUS</b>				
(a)	<b>SECURITY PREMIUM ACCOUNT</b>				
	As per last account	0.70	0.70		
	Less:- Capitalised on Issue of Bonus Shares	-	-		
	<b>Total (A)</b>	<b>0.70</b>	<b>0.70</b>		
(b)	<b>CAPITAL RESERVE ACCOUNT</b>				
	Capital Reserve against Fixed Assets	(5.84)	-		
	<b>Total (B)</b>	<b>(5.84)</b>	<b>-</b>		
(c)	<b>SURPLUS-PROFIT AND LOSS ACCOUNT</b>				
	Profit Brought Forward	1,599.76	711.30		
	Add:-Profit after tax for the year	858.01	904.84		
	Less:- Proposed Dividend ( Including DDT)	16.85	16.38		
	<b>Total (C)</b>	<b>2,440.92</b>	<b>1,599.76</b>		
	<b>Total ( A+B+C)</b>	<b>2,435.79</b>	<b>1,600.46</b>		
<b>5</b>	<b>LONG-TERM BORROWINGS</b>				
(a)	<b>SECURED LONG TERM BORROWINGS</b>				
	<b>TERM LOAN FROM BANKS</b>				
	From IDBI Bank (Excluding Principle Re-Payable within a Year) (A Sanctioned Term Loan of Rs. 3,15,00,000.00 re-payable in 72 EMI against hypothecation of Plant & Machinery and Building of Roorkee Unit.)	126.88	179.38		
(b)	<b>VEHICLE LOAN</b>				
	From ICICI Bank (Excluding Principle Re-Payable within a Year) (A Vehicle Loan of Rs.23,00,000.00 repayable in 36 EMIs along with interest for financing New SANTA Fe (DM) Car.)	8.37	16.02		
	<b>Total (A)</b>	<b>135.24</b>	<b>195.39</b>		

(C)	<b>UNSECURED LONG TERM BORROWINGS</b>		
	<b>(a) LOANS AND ADVANCES FROM OTHERS</b>		
	(Excluding Principal Re-payable within a year)	-	-
	<b>TOTAL (B)</b>	-	-
	<b>GRAND TOTAL (A+B)</b>	<b>135</b>	<b>195.39</b>

DESCRIPTION		31.03.2015	31.03.2014
<b>6</b>	<b>DEFERRED TAX LIABILITIES</b>		
(i)	WDV as per IT Act	786.77	764.34
(ii)	Net Block as per Co. Act	899.71	958.70
(iii)	Difference on fixed assets	(112.94)	(194.36)
(iv)	Add: Provision for gratuity	-	10.24
	Net Diferrence	(112.94)	(184.13)
	Deferred Tax Liability @ 32.445%	(36.64)	(59.74)

DESCRIPTION		31.03.2015	31.03.2014
<b>7</b>	<b>SHORT TERM BORROWINGS</b>		
<b>a</b>	<b>SECURED SHORT TERM BORROWING</b>		
	<b>(Secured by Stock &amp; Book Debts)</b>		
	Loan re-payable on Demand:		
	From Canara Bank (Packing Credit Facilities)	819.23	2,097.29
	From Canara Bank (Foreign Bills Discounting Facilities)	2,493.05	413.86
	From Canara Bank (Cash Credit Facilities)	-	885.54
	<b>Total (A)</b>	<b>3,312.28</b>	<b>3,396.69</b>
<b>b</b>	<b>UNSECURED SHORT TERM BORROWINGS</b>		
	Loan repayable on Demand:		
	From Yes Bank (Over Draft facilities)	40.24	97.03
	From Yes Bank (Warehousing Loan)	150.00	150.00
	From Kotak Mahindra Bank (Short Term Working Capital Loan)	833.00	500.00
	<b>TOTAL (B)</b>	<b>1,023.24</b>	<b>747.03</b>
	<b>GRAND TOTAL (A+B)</b>	<b>4,335.52</b>	<b>4,143.72</b>

1 Short Term Borrowings from CANARA BANK (Working Capital Facilities) are secured by way of hypothecation and/or pledge of current assets namely Finished Goods, Raw Material , Work in Progress , Consumable Stores and spares, Book Debts, Bill Receivables.

2 Short Term Working Capital Credit Facilities from Kotak Mahindra Bank and Yes Bank is secured by the personal guarantee and collateral offered by Promoters Directors.

DESCRIPTION		31.03.2015	31.03.2014
<b>8</b>	<b>TRADE PAYABLES</b>		
	Sundry Creditors		
	Dues of Micro and Small enterprises	-	-
	Dues to other than Micro and Small enterprises	826.08	477.38
	<b>TOTAL</b>	<b>826.08</b>	<b>477.38</b>

DESCRIPTION		31.03.2015	31.03.2014
<b>9</b>	<b>OTHER CURRENT LIABILITIES</b>		
<b>a)</b>	Current maturities of Long term debt.		
	IDBI Term Loan (Principal Re-Payable within one year)	52.50	52.50
	ICICI Bank-Vehicle Loan	7.65	6.98
<b>b)</b>	Advances from Customers	191.13	242.85
	Statutory Dues	14.70	7.69
	Expenses Payable	52.15	61.15
	<b>TOTAL</b>	<b>318.13</b>	<b>371.17</b>

DESCRIPTION		31.03.2015	31.03.2014
<b>10</b>	<b>SHORT TERM PROVISIONS</b>		
	Income Tax Payable	216.59	187.39
	Wealth Tax Payable	0.09	0.001
	Gratuity Payable	10.24	10.24
	Bonus Payable	5.70	5.01
	Dividend on 4% Preference Shares	14.00	14.00
	Dividend Distribution Tax	2.85	2.38
	<b>TOTAL</b>	<b>249.47</b>	<b>219.01</b>

DESCRIPTION	31.03.2015	31.03.2014
<b>12 LONG - TERM LOANS AND ADVANCES</b>		
(a) Capital Advances		
Unsecured Considered goods	-	-
<b>TOTAL (A)</b>	<b>-</b>	<b>-</b>
(b) Security Deposits		
Unsecured, Considered goods	99.87	106.80
<b>TOTAL (B)</b>	<b>99.87</b>	<b>106.80</b>
(c) Other Loan and Advances		
(1) Advances recoverable in cash or in kind or for value to be received (Unsecured, considered good)		
MAT Credit Receivable	349.60	270.08
Others	123.22	123.50
<b>TOTAL (C)</b>	<b>472.82</b>	<b>393.58</b>
<b>TOTAL (A+B+C)</b>	<b>572.68</b>	<b>500.38</b>

Amongst Security Deposits a sum of Rs. 70.00 lakhs (previous year Rs. 70.00 lakhs) against rent is held with one of the Directors.  
the Directors.

DESCRIPTION	31.03.2015	31.03.2014
<b>13 CURRENT INVESTMENTS</b>		
Canara Robecco Mutual Funds	2.00	-
<b>TOTAL</b>	<b>2.00</b>	<b>-</b>

DESCRIPTION	31.03.2015	31.03.2014
<b>14 INVENTORIES</b>		
Raw Material	629.10	1,331.69
Work in Progress	115.45	83.39
Finished Goods	2,000.67	1,900.28
Packing Materials & Consumable Stores	298.99	196.28
<b>TOTAL</b>	<b>3,044.21</b>	<b>3,511.63</b>

DESCRIPTION	31.03.2015	31.03.2014
<b>15 TRADE RECEIVABLES</b>		
<b>A Outstanding Exceeding Six Months</b>		
Unsecured Considered good	268.79	93.48
<b>TOTAL (A)</b>	<b>268.79</b>	<b>93.48</b>
<b>B Outstanding Less than Six Months</b>		
Secured Considered good	-	-
Unsecured Considered good	3,867.62	2,117.63
Doubtful	-	-
Less:-Provision for doubtful debts	-	-
<b>TOTAL (B)</b>	<b>3,867.62</b>	<b>2,117.63</b>
<b>TOTAL (A+B)</b>	<b>4,136.41</b>	<b>2,211.11</b>

Trade receivables include a sum of Rs NIL (Last year Rs. NIL) due by directors or other officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

PARTICULARS	As at 31st March 2015	As at 31st March 2014
Directors*	NIL	NIL
Other officers of the Company*	NIL	NIL
Firm in which director is a partner*	NIL	NIL
Private Company in which director is a member*	NIL	NIL

\*Either severally or jointly

DESCRIPTION	31.03.2015	31.03.2014
<b>16 CASH AND CASH EQUIVALENTS</b>		
<b>A. Cash &amp; Bank Balances</b>		
In Current Account	35.11	125.21
Cash in Hand	70.38	11.81
<b>TOTAL (A)</b>	<b>105.50</b>	<b>137.02</b>
<b>B. Other Bank Balances</b>		
Deposits with original maturity of more than three month but less than 12 months		
FDR against Margin money	13.72	28.70
<b>TOTAL (B)</b>	<b>13.72</b>	<b>28.70</b>
<b>TOTAL (A+B)</b>	<b>119.21</b>	<b>165.72</b>

Note:- Deposits with original maturity of more than 12 months have been clubbed under Other Non-Current Assets.

DESCRIPTION		31.03.2015	31.03.2014
17	<b>SHORT - TERM LOANS AND ADVANCES</b>		
	Advance Recoverable in Cash or in kind (Unsecured Considered goods)		
	Advances To Suppliers	104.77	525.67
	VAT / Cenvat Credit	26.90	22.14
	Prepaid Expenses	4.21	2.36
	Others	17.38	11.92
	<b>TOTAL</b>	<b>153.26</b>	<b>562.08</b>

DESCRIPTION		31.03.2015	31.03.2014
18	<b>OTHER CURRENT ASSETS</b>		
	Interest accrued on Investment /FDR (Unsecured, considered good)	6.00	5.48
	<b>TOTAL</b>	<b>6.00</b>	<b>5.48</b>

DESCRIPTION		31.03.2015	31.03.2014
19	<b>REVENUE FROM OPERATION</b>		
	<b>Sale of Product</b>		
	Sales- Export	8,037.68	6,999.12
	Sales- Domestic	3,241.70	2,879.39
	<b>Other Operating Revenue:</b>		
	Scrap Sale	4.64	2.99
	Royalty Income	3.52	-
	Franchisee Income	27.53	10.00
	Export Benefits ( VKUY Licences & Duty Drawback)	406.87	226.72
	Exchange Fluctuations	145.67	85.43
	<b>TOTAL</b>	<b>11,867.62</b>	<b>10,203.66</b>

DESCRIPTION		31.03.2015	31.03.2014
20	<b>OTHER INCOME</b>		
	Interest Income on Bank deposits	1.01	0.86
	Sundry Liabilities written off	0.46	11.36
	<b>TOTAL</b>	<b>1.46</b>	<b>12.21</b>

DESCRIPTION		31.03.2015	31.03.2014
21	<b>COST OF MATERIAL CONSUMED</b>		
	<b>Opening Stock of :</b>		
	Raw Material, Packing Material & Consumables Stores	1,527.96	2,100.37
	<b>Add: Purchases</b>		
	Raw Material, Packing Material & Consumables Stores	8,240.74	8,697.09
		9,768.71	10,797.46
	<b>Less: Closing Stock</b>		
	Raw Material, Packing Material & Consumables Stores (As taken,Valued & Certified by the Management)	928.10	1,527.96
	<b>TOTAL</b>	<b>8,840.61</b>	<b>9,269.49</b>

DESCRIPTION		31.03.2015	31.03.2014
22	<b>CHANGES IN INVENTORIES OF FINISHED GOODS , WORK-IN-PROGRESS &amp; TRADED GOODS</b>		
	<b>Opening Stock</b>		
	Finished Goods- Manufactured	1,900.28	157.20
	Work in Progress	83.39	26.73
	<b>TOTAL (A)</b>	<b>1,983.67</b>	<b>183.93</b>
	<b>Closing Stock</b>		
	Finished Goods- Manufactured	2,000.67	1,900.28
	Work in Progress	115.45	83.39
	<b>TOTAL (B)</b>	<b>2,116.11</b>	<b>1,983.67</b>
	<b>(Increase)/Decrease in Stock (A-B)</b>	<b>(132.45)</b>	<b>(1,799.74)</b>

DESCRIPTION		31.03.2015	31.03.2014
<b>23</b>	<b>EMPLOYEE BENEFITS EXPENDITURE</b>		
	Salaries and Wages	274.75	297.77
	Contribution to provident and other funds	2.71	1.44
	Gratuity	-	3.96
	Staff Welfare Expenses	16.56	14.52
	<b>TOTAL</b>	<b>294.02</b>	<b>317.69</b>
DESCRIPTION		31.03.2015	31.03.2014
<b>24</b>	<b>FINANCE COST</b>		
	Interest Expenses	435.77	359.56
	Other Borrowing Costs	49.31	31.98
	<b>TOTAL</b>	<b>485.08</b>	<b>391.54</b>
DESCRIPTION		31.03.2015	31.03.2014
<b>25</b>	<b>DEPRECIATION</b>		
	Depreciation on Fixed Assets	180.45	40.40
	Amortization of Intangible assets	16.89	17.40
	<b>TOTAL</b>	<b>197.34</b>	<b>57.80</b>
DESCRIPTION		31.03.2015	31.03.2014
<b>26</b>	<b>OTHER EXPENSES</b>		
<b>26.1</b>	<b>MANUFACTURING EXPENSES</b>		
	Power and Electricity	57.01	35.26
	Fuel Charges	146.37	196.87
	Repair & Maintenance-Factory	56.21	40.67
	Laboratory & Testing Expenses	48.03	6.43
	<b>TOTAL (A)</b>	<b>307.62</b>	<b>279.24</b>
<b>26.2</b>	<b>ADMINISTRATIVE AND OTHER EXPENSES</b>		
	Insurance	7.29	3.65
	Legal and Professional	27.60	23.30
	Postage and Telephone	9.76	10.83
	Office Expenses	13.66	7.96
	Printing & Stationary	3.05	7.76
	Rent	63.56	58.39
	Taxes and Penalties	0.30	0.59
	Travelling & Conveyance	35.02	79.41
	Fees & Subscription Charges	4.15	1.75
	Advertisement Expenses	1.84	1.96
	Bank Charges	3.63	4.03
	Cost Audit Fee	-	0.75
	Sundry Balances Written Off	-	17.99
	Loss on Sale of Fixed Assets	4.64	-
	Auditor's Remuneration:	-	-
	As Audit Fee	1.50	1.01
	As Taxation & Certification Charges	0.50	0.34
	As Out Pocket Expenses	0.10	0.75
	Pre-operative expenses written off	2.46	0.82
	Misc. Expenses	0.44	0.52
	<b>TOTAL (B)</b>	<b>179.50</b>	<b>221.81</b>
<b>26.3</b>	<b>SELLING AND DISTRIBUTION EXPENSES</b>		
	Shipment Charges	322.48	274.92
	Sales & Business Promotion	41.23	11.29
	Freight Outward Expenses	145.79	111.38
	Packing Expenses	3.15	1.33
	Royalty Fees	2.50	4.89
	Shortage, Rebate & Discount	103.25	25.05
	Export Inspection Agency Charges	22.59	12.87
	ECGC Charges	47.25	33.01
	Exhibition Expenses	21.06	12.63
	<b>TOTAL (C)</b>	<b>709.32</b>	<b>487.35</b>
	<b>TOTAL (A+B+C)</b>	<b>1,196.45</b>	<b>988.40</b>

**APIS INDIA LIMITED**

**Statement of Cash Flows for the Year Ended March 31, 2015**

**(Amount in INR Lacs)**

<b>PARTICULARS</b>	<b>As at 31st March, 2015</b>	<b>As at 31st March, 2014</b>
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
<b>Net Profit /(Loss) before tax</b>	988.03	990.68
<b>Adjustments for Non-Cash / Non- Operating items:</b>		
Depreciation & Amortization	197.34	57.80
Amortization of pre-operative expenses	2.46	0.82
Interest paid on loans considered separately	485.08	391.54
Interest received considered separately	(1.01)	(0.86)
Proposed dividend	16.85	16.38
Sundry balances written off (net of cessation of liability)	0.46	6.63
Expenses on CSR	12.50	-
Provision for Income tax and wealth tax	119.05	85.85
(Profit)/Loss on Sale of FA	4.64	-
<b>Operating profit before Working Capital changes</b>	<b>1,825.40</b>	<b>1,548.84</b>
(Increase) / Decrease in Inventory	467.42	(1227.33)
(Increase) / Decrease Sundry Debtors	(1925.31)	(94.03)
(Increase) / Decrease Short Term Loan & Advance	408.82	(151.05)
(Increase) / Decrease Other Current Assets	(0.52)	(0.70)
Increase / (Decrease) Trade Payables	348.70	(507.40)
Increase / (Decrease) Short Term Borrowings	191.80	1556.89
Increase / (Decrease) Other Current Liabilities and Provisions	(22.59)	45.24
<b>Cash generated from Operations</b>	<b>1,293.72</b>	<b>1,170.46</b>
Tax paid (including taxes deducted at source)	2.64	30.08
<b>NET CASH GENERATED IN OPERATING AVTIVITIES</b>	<b>1,291.08</b>	<b>1,140.38</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Long term loans and advances	(72.30)	(295.29)
Purchase of Fixed Assests	(510.39)	(234.35)
Proceeds from Sale of Fixed Assets	10.24	-
Capital Reserve agaisnt Fixed Assets	(5.84)	-
Interest on Deposits	1.01	0.86
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<b>(577.29)</b>	<b>(528.78)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Investment made in Mutual Funds	(2.00)	-
Interest paid	(485.08)	(391.54)
Increase/ (Decrease) in Term Loan From Bank	(60.15)	(39.19)
Provision of Income Tax	(196.22)	(25.52)
Proposed Dividend	(14.00)	(14.00)
Dividend Tax	(2.85)	(2.38)
<b>NET CASH GENERATED IN FINANCIAL AVTIVITIES</b>	<b>(760.30)</b>	<b>(472.63)</b>
<b>Net Cash Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(46.51)</b>	<b>138.97</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>165.72</b>	<b>26.75</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>119.21</b>	<b>165.72</b>

**For and On Behalf Of The Board**  
**For APIS INDIA LIMITED**

AS PER OUR REPORT OF EVEN DATE  
**For SUDHIR AGARWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
Firm Reg. No. 509930C

**Deepak Anand**                      **Amit Anand**  
(Chairman)                      (Joint Managing Director)  
DIN:00999570                      DIN: 00951321

**(Amit Kumar)**  
**Partner**  
**M.No: 518735**

**Vimal Anand**                      **Vikas Aggarwal**  
(Managing Director              (Company Secretary)  
cum Compliance Officer)  
DIN:00951380

**Date : 29 May, 2015**  
**Place : New Delhi**



**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2015**

**NOTE 1: COMPANY'S INFORMATION**

M/s Apis India Limited ("the Company") is a public limited Company domiciled in India and is listed on Bombay Stock Exchange (BSE). 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 has also presence in food retail business.

**NOTE 2: SIGNIFICANT ACCOUNTING POLICIES:**

**2.1 Basis of preparation of Financial statements :**

- a) The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 2013 as adopted consistently by the Company. There is no change in the accounting policies as compared to the preceding year.
- b) The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis, if determinable.

**2.2 Fixed Assets and Capital work-in-progress**

- a) Tangible assets are stated at their original cost of acquisition including taxes, duties, freight, and other incidental expenses related to acquisition and installation of the concerned assets less accumulated depreciation and impairment losses, if any.
- b) Subsequent expenditure related to an item of tangible asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day to day repair and maintenance expenditure are charged to the statement of profit and loss for the period during which such expenses are incurred.
- c) Pre-operative expenses including eligible borrowing cost incurred during construction period are charged to Capital Work-in-Progress and on completion, the cost is allocated to the respective fixed assets in the year of commencement of commercial production.
- d) Capital work-in-progress comprises cost of fixed assets that are not yet ready for their intended use at the balance sheet date.



### **2.3 Intangible Assets:**

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization /Depletion. All costs, including financing costs till commencement of commercial production, net changes on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

### **2.4 Depreciation and Amortization:**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

There is significant increase in the depreciation amount as compare to the previous year due to change in method of depreciation as prescribed in Schedule II to the Companies Act, 2013..

### **2.5 Impairment of Asset:**

Wherever events or changes in circumstances indicate that the carrying value of fixed assets may be impaired, the company subjects such assets to a test of recoverability, based on discounted cash flows expected from use or disposal thereof. If the assets are impaired, the company recognizes an impairment loss as a difference between the carrying value and fair value net of cost of sale in accordance with AS-28 "Impairment of Assets", issued by the Institute of Chartered Accountants Of India. None of the company's fixed assets are considered for impairment as on the Balance Sheet date.

### **2.6 Inventory:**

- (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.
- (ii) 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.

### **2.7 Cash Flow Statement:**

- a) The statement has been prepared under indirect method except in case of dividends, sale / purchase of investments and taxes which have been considered on the basis of actual

movement of case, with corresponding adjustments in assets and liabilities as set out in the Accounting Standard 3 issued by ICAI.

b) Cash and Cash equivalents represent Cash and Bank balances only.

## **2.8 (i) Foreign Currency Transactions:**

All income or expense on account of exchange difference between the date of transaction and on settlement date or translation is recognized in the Profit & Loss account as income or expense except in cases where they relate to the acquisition of fixed assets.

### **(ii) Conversion and exchange differences**

Monetary Assets and Liabilities denominated in foreign currency are translated at the rate of exchange at the Balance Sheet date and resultant gain or loss is recognized in the Statement of Profit and Loss. Non monetary assets and liabilities denominated in foreign currency are carried at historical cost using the exchange rate at the date of transaction.

### **(iii) Forward exchange contracts**

The premium or discount arising at the inception of forward exchange contract is amortized and recognized as an expense/ income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the period in which the exchange rates change.

## **2.9 Provisions and Contingencies:**

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

## **2.10 Revenue Recognition :**

Sales of goods are recognized at the point of dispatch of Finished Goods to Customers net of returns.

## **2.11 Retirement Benefits:**

Provision of gratuity or leave encashment has not been made in the books.

**2.12 Prior Period Items:**

Prior Period expenses, if any significant, are charged to Profit and Loss Account and shown in Notes to Accounts.

**2.13 Borrowing Costs:**

Borrowing cost attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to the Profit & Loss account.

**2.14 Preliminary Expenses:**

Preliminary expenses are treated as per Companies Act 2013.

**2.15 Taxation:**

Tax expense for the year comprises of current tax and deferred tax.

- i) Current tax is determined on the amount of tax payable in respect of taxable income for the period, using the applicable tax rates and tax laws in accordance with the provisions of Income Tax Act 1961. The Company is eligible for deduction under section 80-IC of Income Tax Act, 1961 in respect of income of the Unit situated in Roorkee (Uttarakhand).
- ii) Deferred tax is recognized, subject to consideration of prudence, on timing differences, being difference between taxable and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date.

**2.16 Other Accounting Policies**

Accounting policies not referred to otherwise are consistent with generally accepted Accounting principles.

## **NOTE 27: ACCOUNTING NOTES**

- A) All the income and expenditure having material impact on financial statements are accounted for on accrual basis except VKUY Licenses receivable from DGFT towards export performance incentives.
- B) Contingent Liabilities not provided for in respect of Guarantees given by bank on behalf of the Company: Rs. 13.71 Lacs.
- C) In the opinion of Board, current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and provision for depreciation and all known liabilities are adequate and not excess of the amount reasonable necessary.
- D) Sundry Debtors, Creditors & Unsecured Loans are subject to confirmation.
- E) There is no Micro, Small & Medium Enterprises under the Micro, Small & Medium Enterprises Development Act, 2006 (MSMED Act) to whom the company owes a sum exceeding Rs.1.00 lakh for more than 30 days.
- F) **(i) Secured Loans**
  - a) Working Capital Facilities/ Borrowings from Canara Bank are secured by way of first charge on stock of raw material, stock in process, stores and spares, books debts, finished goods and mortgage of collateral securities offered by promoter directors.
  - b) Term Loan facilities from IDBI Bank are secured by way of first charge on Factory Building and Block of Plant & Machinery located at Roorkee (Uttarakhand).
  - c) A vehicle loan for ICICI Bank is secured by hypothecation of financed vehicle.

### **(ii) Unsecured Loans**

Short Term Working Capital Loans from Kotak Mahindra Bank Limited and Yes Bank are secured by way of mortgage of immovable property as securities offered by promoter directors.

- G) During the year, the Company has paid Director's Remuneration to the tune of Rs. 66.60 Lacs.

## **28. SEGMENT REPORTING**

In accordance with AS – 17 "Segment Reporting" the unit operates in Segments **Honey** and **Food** reportable segment. Further, segregation of capital employed could not be allocated to either of the segments and thus its segment wise segregation has not been provided.

(Amount in INR Lacs)

Sr. No	Particulars	Year Ended 31st March 2015
<b>1</b>	<b>Segment Revenue</b>	
	- Segment Sales (Honey)	11,746.38
	- Segment Sales ( Food Division )	121.24
	Total Net Sales from operation	<b>11,867.62</b>
<b>2</b>	<b>Segment Results</b>	
	Profit (+) / Loss (-) before Tax	
	<b>a) Segment – Honey Division</b>	
	Profit Before Expenses	<b>3,100.61</b>
	Less: Allocable Expenses	1,890.37
	Profit After Allocable Expenses	1,210.25
	<b>b) Segment- Food Division</b>	
	Profit Before Expenses	60.30
	Less: Allocable Expenses	120.17
	Profit After Allocable Expenses	(59.86)
	Profit Before Un-allocable Expenses (a+b)	1,150.38
	Less: Un-allocable Expenses (Net)	162.35
<b>Profit Before Tax</b>	<b>988.03</b>	
<b>3</b>	<b>Capital Employed</b>	
	Honey –Division	3,170.33
	Food –Division	226.33
	<b>Total</b>	<b>3,396.66</b>

## 29. RELATED PARTY DISCLOSURE (AS CERTIFIED BY DIRECTORS) – AS – 18

### A) Names of related parties and description of relationship

#### a) Key Management Personnel

Mr. Vimal Anand, Managing Director  
Mr. Amit Anand, Joint Managing Director  
Mr. Deepak Anand, Chairman

#### b) Relatives of Key Management Personnel

Mrs. Manisha Anand (Wife of Mr. Vimal Anand), Marketing - Head  
Mrs. Sakshi Anand (Wife of Mr. Amit Anand), Administration - Head

#### d) Enterprises over which Key Management Personnel exercise significant influence:

A-One Enterprises, Proprietorship of Amit Anand

**B) Related Parties Transactions****(Amount in INR Lacs)**

Sr. No.	Particulars	Key Management Personnel	Relatives of key Management Personnel	Enterprises over which key Management Personnel exercise significant influence
<b>Details of Transactions</b>				
(i)	Security Deposit against Rent	35.00	35.00	NIL
(ii)	Rent (exclusive of service tax)	2.85	10.70	NIL
(iii)	Director's Remuneration	66.60		NIL
(iv)	Salary		56.40	NIL
(v)	Trading of goods			156.92

**(C) Disclosure in respect of material transactions with related parties****(Amount in INR Lacs)**

Sr. No.	Particulars	Amount
<b>(i)</b>	<b>Security Deposit against Rent</b>	
	Mr. Deepak Anand	35.00
	Mrs. Prem Anand	35.00
<b>(ii)</b>	<b>Rent (exclusive of service tax)</b>	
	Mrs. Prem Anand	10.70
	Mr. Deepak Anand	2.85
<b>(iii)</b>	<b>Director's Remuneration</b>	
	Mr. Vimal Anand	30.60
	Mr. Amit Anand	30.00
	Mr. Deepak Anand	6.00
<b>(iv)</b>	<b>Salary</b>	
	Mrs. Manisha Anand	28.80
	Mrs. Sakshi Anand	27.60
<b>(v)</b>	<b>Trading of goods</b>	
	A-One Enterprises, Proprietorship of Amit Anand	156.92

**30. DEFERRED TAX:**

- a) The Company has accounted for deferred tax in accordance with the Accounting Standard 22 "Accounting for taxes on income" issued by Council of ICAI. Accordingly, deferred tax for the year is

recognized on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

- b) Deferred Tax Assets and Liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.
- c) Tax on income for the current period is determined on the basis of taxable income and applicable tax rate computed in accordance with the provisions of the Income Tax Act, 1961.
- d) Deferred Tax assets are recognized and carried forward only if there is a reasonable/virtual certainty of its realization.

### 31. Deferred Tax Statement:

(Amount in INR Lacs)

Sr. No.	Particulars	2014-15	2013-14
1	WDV of Fixed Assets as per books of Accounts	899.71	958.70
2	WDV of Fixed Assets as per Income Tax Act	786.77	764.34
3	Short WDV in Books of Accounts (i)	(112.94)	(194.36)
4	Provision of Gratuity (ii)	-	10.24
5	<b>Deferred Tax Asset/Liability @32.445% of (i-ii) (A)</b>	<b>(36.64)</b>	<b>(59.74)</b>
6	Brought forward business losses and allowances	-	-
7	Deferred Tax Assets @ 32.445% (B)	-	-
8	Net Deferred Tax Liability (A)-(B)	(36.64)	(59.74)
9	Deferred Tax Liability provided last year	59.74	32.39
10	<b>Deferred Tax Liability for the year</b>	<b>23.10</b>	<b>(27.35)</b>

### 32.EARNING PER SHARE:

Sr. No.	Particulars	As at 31 Mar 15	As at 31 Mar 14
1	Net Profit (Loss) attributable to Equity Shareholders (Rs. In Lacs)	858.01	904.83
2	Weighted average number of equity shares outstanding during the year (Nos.)	55,10,076	55,10,076
3	Nominal value of shares (Rs.)	10	10
4	Basic and Diluted Earnings / (Loss) per share	15.57	16.42
5	Adjusted Earnings per share of previous year	15.57	16.42

### 33. DISCONTINUING OPERATION :

There is no discontinuance of any division of the company during the Financial Year 2014-15.

### 34. REMUNERATION TO AUDITOR :

(Amount in INR Lacs)

Sr. No.	Particulars	2014-15	2013-14
a)	Audit	1.35	1.35
b)	As Advisor, or in any other capacity in respect of		
	i) Taxation & Other Allied Matters	0.75	0.75
	ii) Company Law matters & Certificate	Nil	Nil

### 35. QUANTITATIVE DETAILS

Particulars	Opening Stock		Purchases		Consumption	Sales		Closing Stock	
	(MT)	Rs. (In Lacs)	(MT)	Rs. (In Lacs)	(MT)	(MT)	Rs. (In Lacs)	(MT)	Rs. (In Lacs)
<b>Raw Material (A)</b>									
(a) Raw Honey – Indigenous	1,120.58	1,302.33	6,344.68	7,291.50	7,062.15	0.00	0.00	403.11	593.46
(b) Others Raw Material- Import	34.00	12.44	13.54	20.98	34.00	0.00	0.00	13.54	20.98
(c) Others Raw Material- Indigenous	0.00	0.00	89.72	22.46	83.17	0.00	0.00	6.54	1.61
(d) Stock in Process	65.77	83.39	0.00	0.00	0.00	0.00	0.00	85.14	115.45
<b>Other Goods</b>									
(e) Others Goods- Indigenous	0.00	193.67	0.00	972.42	0.00	0.00	0.36	0.00	266.90
(f) Others Goods- Imports	0.00	19.53	0.00	78.86	0.00	0.00	0.00	0.00	32.09
<b>Total ( A )</b>	<b>1,220.35</b>	<b>1,611.35</b>	<b>6,447.94</b>	<b>8,386.23</b>	<b>7,179.32</b>	<b>0.00</b>	<b>0.36</b>	<b>508.33</b>	<b>1,030.50</b>
Particulars	Opening Stock		Purchases		Production	Sales		Closing Stock	
	(MT)	Rs. (In Lacs)	(MT)	Rs. (In Lacs)	(MT)	(MT)	Rs. (In Lacs)	(MT)	Rs. (In Lacs)
<b>Finished Material (B)</b>									
<b>Domestic</b>									
(a) Honey Indigenous ( Bulk & Bottle Pack )	179.60	177.53	0.00	0.00	2,449.11	2,600.05	3,309.21	28.66	33.48
(b) Others	0.00	0.00	0.00	0.00	0.00	0.00	213.08	0.00	0.00
<b>Sub Total ( a + b )</b>	<b>179.60</b>	<b>177.53</b>	<b>0.00</b>	<b>0.00</b>	<b>2,449.11</b>	<b>2,600.05</b>	<b>3,522.30</b>	<b>28.66</b>	<b>33.48</b>
<b>Exports</b>									
(a) Honey Export ( Bulk & Bottle Pack )	1,403.39	1,722.74	0.00	0.00	4,469.24	4,595.39	8,041.11	1,277.24	1,967.19
(b) Others	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Sub Total ( a + b )</b>	<b>1,403.39</b>	<b>1,722.74</b>	<b>0.00</b>	<b>0.00</b>	<b>4,469.24</b>	<b>4,595.39</b>	<b>8,041.11</b>	<b>1,277.24</b>	<b>1,967.19</b>
<b>Total ( B )</b>	<b>1,582.99</b>	<b>1,900.28</b>	<b>0.00</b>	<b>0.00</b>	<b>6,918.35</b>	<b>7,195.45</b>	<b>11,563.41</b>	<b>1,305.89</b>	<b>2,000.67</b>



\*\*\* Purchase value of material includes only the cost of material rather than the landed cost

### 36. EARNINGS IN FOREIGN CURRENCY

Sr. No.	Particulars	Amount
a)	Value of Import on CIF Basis	Rs.144.95 Lacs (Previous year Rs.48.60 Lacs)
b)	Earning in foreign Exchange (FOB value of exports)	Rs.7,777.06 Lacs (Previous year Rs. 6,999.12 Lacs)
c)	Expenditure in foreign currency	
	Travelling and Business Promotion Expenses	Rs. 51.12 Lacs (Previous Year Rs. 37.86 Lacs)
	Exhibition Expenses	Rs. 13.66 Lacs (Previous Year Rs. 8.17 Lacs)
	Professional Fee	Rs. 7.43 Lacs (Previous Year Rs. 1.26 Lacs)
	Royalty Fees	Rs.2.50 Lacs (Previous Year 3.20 Lacs)

37. Previous year figures are regrouped, rearranged, and recast wherever considered necessary to make them comparable with current year figures.

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Note 1 to 37 referred above form an integral part of the Financial Statements.

**For Sudhir Agarwal & Associates**  
Chartered Accountants  
Firm Registration No: 509930C

**For and on behalf of the Board of Directors**

**Amit Kumar**

(Partner)

Membership No. - 518735

**Deepak Anand**  
(Chairman)  
DIN:00999570

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

Place: New Delhi  
Date: May 29, 2015

**Vimal Anand**  
(Managing Director)  
DIN:00951380

**Vikas Aggarwal**  
(Company Secretary)

## NOTICE FOR THIRTY THIRD ANNUAL GENERAL MEETING

Dear Shareholders,

**NOTICE** is hereby given that the 33rd Annual General Meeting of M/s Apis India Limited will be held at 18/32, East Patel Nagar, New Delhi – 110 008 on Monday, 28th September, 2015 at 11:00 A.M. at the Registered Office of the Company to transact the following businesses:-

### **As ORDINARY BUSINESS:**

1. To receive, consider, and adopt the Audited balance Sheet as at 31<sup>st</sup> March 2015 and the Statement of Profit & Loss for the year ended as on that date together with the Report of the Board of Directors' Report & Auditors thereon.
2. To appoint a Director in place of Mrs. Shalini Malik, who retires by rotation and being eligible, offers herself for re - appointment.
3. To appoint a Director in place of Mr. Sushil Gupta, who retires by rotation and being eligible, offers himself for re - appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the applicable provisions, if any, of the Companies Act, 2013, M/s Sudhir Agarwal & Associates, Chartered Accountants (Firm Registration No. – 509930C), New Delhi, be and is hereby re-appointed as the Statutory Auditor of the Company for the financial year 2015 - 2016, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, on such remuneration as shall be fixed by the Board of Directors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take the necessary action for re-appointment of Statutory Auditor and to take any other relevant action in this regard."

5. To declare dividend on the 4% Preference Shares of the Company and in this regard to consider and if thought fit to pass with or without modifications(s), the following resolution as an **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to relevant provisions of the Companies Act, 2013 the recommendation of Board of Directors for the payment of dividend for the year ended March 31, 2015 at the rate of 4% on 3,50,000 Non – Convertible, Non – cumulative, Redeemable Preference Shares of Rs. 4/- each, whose name appeared on the Register of Preference Shareholders of the Company at the close of working hours of the Company on Tuesday, September 22, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take the necessary action for deposition of the amount of dividend in a separate bank account and for payment of dividend and to take any other relevant action in this regard."

Place: New Delhi  
Date: September 1, 2015  
**Regd. Off.** – 18/32, East Patel Nagar  
New Delhi – 110 008  
India

**By Order of the Board of Directors**

Vikas Aggarwal  
**(Company Secretary)**

**NOTES:-**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
- 2. Proxies in order to be effective must be received by the company at its registered office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of the limited companies, societies, partnership firms, etc. must be accompanied by an appropriate resolution/authority as applicable, issued on behalf of nominating organization.**
- 3. Members are requested to note that entry to the meeting hall/Premises is strictly restricted to the members/beneficial owners holding duly filled in attendance slips and proxies holding valid proxy forms.**
- 4. As a part of Green Initiative in corporate governance, the Ministry of Corporate Affairs vide its Circular No. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed the Companies to send official communication and documents to their shareholders through email. Accordingly, the Company intimated the Stock Exchange with regard to the same on September 29, 2011.**

Thus, in cases where the shareholders have registered their e-mail address with their depository participant/Company's registrar and share transfer agent, the Company has decided to henceforth send all documents/communications including notice of general meetings, annual reports, dividend intimations, etc. through e-mail. For other cases, the Company will continue to send the printed Annual Reports as usual.

Shareholders are requested to update their preferred e-mail addresses, with the Company at [greeninitiative@apisindia.com](mailto:greeninitiative@apisindia.com) or with depository participants at their registered address, which shall be used for the purpose of sending the official documents through e-mail.

- 5. Shareholder whose e-mail address is not registered with the Company, a copy of this Meeting's notice along with the abridged annual report shall be sent at their registered address by the Company. Shareholders whose mail addresses are registered with the Company and who wish to receive physical copies of the abridged/full version of the annual report may also send their request to the Company at its registered office address or to the Company's Registrar and Share Transfer Agent (RTA), M/s Skyline Financial Services Private Limited, D – 153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020.**
- 6. Abridged and full version of the annual reports will also be available on the website of the Company in the Investor Relations section.**
- 7. The Register of Members & Share Transfer Books shall remain closed from September 10, 2015 to September 20, 2015 (both days inclusive).**
- 8. The Members are requested to Intimate changes if any in their Address to the Company or to the Registrar and Share Transfer Agent of the Company.**
- 9. The Company has designated an e-mail address – [investor.relations@apisindia.com](mailto:investor.relations@apisindia.com) for timely action on investor/shareholder's complaints. Members are requested to forward their complaints, if any, at the designated e-mail address.**
- 10. Members holding shares in physical form are requested to lodge share transfer, transmission and intimate changes, if any, in their registered address, bank account and mandate details, residential status etc. quoting their folio number(s) to Company's share transfer Agents.**

11. The communication address of our Registrar and Share Transfer Agent (RTA) M/s Skyline Financial Services Private Limited, D – 153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020.
12. The details pertaining to the appointment / reappointment of Directors are furnished in statement of Corporate Governance in the Directors' Report attached to the Notice.
13. Members desiring any information regarding accounts in the meeting are requested to write to the Company at least seven (7) days before the date of Annual General Meeting so as to enable the Company to keep the information ready.
14. The Voting for the passing of resolution shall take place through E-voting as the requirement of listing agreement of Bombay Stock exchange limited. Mr. Umesh Munjal of Umesh Kumar & Associates shall act as scrutinizer of the company. The user id and password for the purpose of e-voting shall be intimated to each shareholder on his E-mail Id. Detailed instruction regarding the voting is mentioned hereby below.  
The procedure to login to e-Voting website is given below:
  1. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
  2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
  3. Click on "Shareholder - Login".
  4. Put User ID and password as initial password noted in step (1) above and Click Login.
  5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
  6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
  7. Select "EVEN" of (Apis India Limited). Members can cast their vote online from September 25, 2015 (10:00 am) till September 27, 2015 (5:00 pm).  
  
Note: e-Voting shall not be allowed beyond said time.
  8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
  9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
  10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (csumesh07@gmail.com) with a copy marked to evoting@nsdl.co.in.

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT) AS ON THE DATE OF NOTICE**

<b>Name of the Director</b>	<b>Mr. Sushil Gupta</b>	<b>Mrs. Shalini Malik</b>
<b>Date of Birth</b>	February 2, 1955	May 5, 1972
<b>Qualifications</b>	B.Com	M.A. , B.ed
<b>Experience and expertise in specific functional area</b>	General Management	General Management
<b>Shareholdings in Apis India Limited as on March 31, 2015</b>	16709	NIL
<b>Directorships held in other Public Limited Companies in India</b>	NIL	NIL
<b>Membership/ Chairmanship of Committees of the Board of Directors of the Company</b>	2	2
<b>Membership/ Chairmanship of Committees in Public Limited Companies in India</b>	2	2

**GREEN INITIATIVE**

Dear Sir/Madam,

Pursuant to SEBI directions and the Green Initiative by the Ministry of Corporate Affairs (MCA) we propose to send all future shareholder communication like Notice, Explanatory Statement/ Annual Report/documents etc. through electronic mode to our shareholders. This, you will appreciate, would facilitate fast, secured communication and contribute towards improved environment. The shareholders who have not registered their e-mail addresses, so far, are requested to do so in respect of electronic holding with the Depository through their concerned Participants. Further if you wish to update your email address for the purpose, please inform your Depository Participants. Shareholders who hold shares in physical form are requested to fill and send the '**E-Communication Registration Form**' to the Company at its Registered Office or to its Registrar & Transfer Agent at the following address, for sending the future communication through Email:

**Skyline Financial Services Private Limited,**  
D – 153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I,  
New Delhi – 110 020  
Email ID: [contact@skylinerta.com](mailto:contact@skylinerta.com)

Shareholders may also register their E-mail address with the Company at its Registered Office at Email id: [greeninitiative@apisindia.com](mailto:greeninitiative@apisindia.com). Any changes in the E-mail address may also be communicated from time to time.

Please note that, even if you subscribe to the e-mail option, the Company shall furnish, without charge, copy of Notice/Annual Report and other documents upon receipt of a requisition from you, at any time, as a Shareholder of the Company. Please note that arrangements will also be made to display the documents electronically sent to you on the website of the Company viz. [www.apisindia.com](http://www.apisindia.com) for your ready reference.

Thanking You,

**For and on behalf of the Company**

**Vikas Aggarwal**  
(Company Secretary)

**New Delhi, 01<sup>st</sup> September 2015**

-----Please cut here-----✂-----  
**E-COMMUNICATION REGISTRATION FORM**

To,  
**Skyline Financial Services Private Limited,**  
D – 153A, 1<sup>st</sup> Floor,  
Okhla Industrial Area, Phase-I,  
New Delhi – 110 020

Dear Sir/Madam,

**Sub.: Intimation of e-mail address under Green Initiative**

I agree to receive all future shareholders communication like Notice, Explanatory Statement/ Annual Report/documents etc. from the Company in electronic mode. Please register my e-mail id in your records for sending all the notices / documents etc. through e-mail.

**Company Name** : **APIS INDIA LIMITED**  
**Folio No./DP ID & Client ID** : \_\_\_\_\_  
**Name of the 1<sup>st</sup> Registered Holder** : \_\_\_\_\_  
**Name of the Joint Holder(s)** : \_\_\_\_\_  
**Registered Address** : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
**Email ID** : \_\_\_\_\_

**Date:**

**Signature of the 1st Shareholder** \_\_\_\_\_

**Notes:**

- 1) Shareholders are requested to keep Company informed as and when there are any changes in the e-mail address. Unless the e-mail Id given is changed by you, by sending another communication in writing, the Company will continue to send the Notice, Explanatory Statement/ Annual Report/documents etc. to you on the above mentioned e-mail ID.
- 2) If shares are held in electronic mode, kindly register your e-mail ID with your DP.

**APIS INDIA LIMITED**

Registered Office: 18/32, East Patel Nagar, New Delhi - 110008

**Attendance Slip**

(To be signed and handed over at the entrance of the Meeting Venue)

Regd. Folio No. :
No. of Shares held :

DP ID*	
Client ID*	

Full Name of the Member (in Block Letters) \_\_\_\_\_

Address of the Member \_\_\_\_\_

Name of the Proxy \_\_\_\_\_

(To be filled – in if the Proxy Form has been duly deposited with the Company)

I hereby record my presence at the **THIRTY THIRD ANNUAL GENERAL MEETING** of the Company at 18/32, East Patel Nagar, New Delhi – 110 008 on **MONDAY, 28<sup>th</sup> September 2015 at 11:00 A.M.**

\_\_\_\_\_  
Member / Proxy's Signature  
(To be signed at the time of handing over this slip)

\*Applicable for members holding shares in electronic form.

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**APIS INDIA LIMITED**

Registered Office: 18/32, East Patel Nagar, New Delhi - 110008

**Proxy Form**

(To be signed and handed over at the entrance of the Meeting Venue)

Regd. Folio No. :
No. of Shares held :

DP ID*	
Client ID*	

I/We ..... of ..... in the district of ..... being a member/ members of the above – named company hereby appoint ..... of ..... in the district of ..... or failing him ..... of ..... in the district of ..... as my/our proxy to vote for me/us on my/our behalf at the **THIRTY THIRD ANNUAL GENERAL MEETING** of the Company at 18/32, East Patel Nagar, New Delhi – 110 008 on **MONDAY , 28<sup>TH</sup> September 2015 at 11:00 A.M.** and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

\_\_\_\_\_  
Member / Proxy's Signature  
(To be signed at the time of handing over this slip)

\*Applicable for members holding shares in electronic form.