



APIS INDIA LIMITED
18/32, East Patel Nagar, New Delhi 110 008 India
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E mail@apisindia.com W apisindia.com

AIL/2025-26/437

October 18, 2025

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001,
Maharashtra, India

Scrip Code: 506166

Trading Symbol: APIS

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Please find attached, the Postal Ballot Notice dated October 13, 2025, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“e-voting”) for:

1. Issue of Bonus Shares; and
2. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company/Company’s Registrar and Transfer Agent/Depository Participants/Depositories.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), as the agency to provide e-voting facility.

The e-voting facility will be available during the following period:

Commencement of e-voting:	9:00 a.m. (IST) on Tuesday, October 21, 2025
End of e-voting:	5:00 p.m. (IST) on Wednesday, November 19, 2025

The Postal Ballot Notice is also available on the Company's website at <https://www.apisindia.com> and on the website of CDSL at <https://www.evotingindia.com>

This is for information and records.

Thanking you

Yours faithfully,

For Apis India Limited

Vimal Anand
(Director)
DIN: 00951380



APIS INDIA LIMITED

Registered Office: 18/32, East Patel Nagar, New Delhi-110008, Delhi, India;
Tel.: +91-011-4320 6650, **Fax:** +91-011-2571 3631; **E-mail:** mail@apisindia.com;
Website: www.apisindia.com; **CIN:** L51900DL1983PLC164048

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Commencement of voting	End of voting
Tuesday, October 21, 2025 at 9:00 a.m. (IST)	Wednesday, November 19, 2025 at 5:00 p.m. (IST)

Dear Member(s),

Notice is hereby given that, pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (**“the Rules”**) and other applicable provisions of the Act and the Rules, and read with General Circular Nos. 09/2024 dated September 19, 2024 and 09/2023 dated September 25, 2023, together with other relevant circulars, issued by the Ministry of Corporate Affairs (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the Secretarial Standard on General Meetings (**“SS-2”**) issued by the Institute of Company Secretaries of India, and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **the members of APIS India Limited (“the Company”)** are hereby informed that the Company is seeking their approval by way of Postal Ballot for the resolutions set below, conducted exclusively through remote electronic voting (**“e-voting”**) facility provided by the Company, to enable members to cast their votes electronically.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

In pursuant to rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors (the **“Board”**) of the Company have, in their meeting held on Monday, October 13, 2025, has appointed Mr. Gaurav Shah, a Practicing Company Secretary (Membership No.: A46647 and COP 21952), Proprietor of M/s Gaurav Shah and Associates, Company Secretaries, as a Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

In compliance with the MCA Circulars, this Postal Ballot Notice (**“Notice”**) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories viz. National Securities Depository

Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and the communication of assent/ dissent of the Members will only take place through E-voting. Hard copy of Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to accord their assent or dissent through the E-voting only. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent/ Depositories, please follow the process provided in the notes mentioned herein below to receive this Notice, login ID and password for e-voting. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) as the agency to provide e-voting facility.

The e-voting period shall commence on **Tuesday, October 21, 2025 at 9:00 A.M. (IST)** and end on **Wednesday, November 19, 2025 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter.

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairperson and/or Managing Director of the Company or any person authorised by him. The results of e-voting will be announced on or before **Friday, November 21, 2025**, and will be displayed on the Company’s website at <https://www.apisindia.com> and the website of CDSL at <https://www.evotingindia.com>. The results will simultaneously be communicated to the Stock Exchange and will also be displayed at the registered office of the Company.

Special Business:

Item No. 01: Issue of Bonus Shares to the members of the Company

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company, and after confirming that the Company has not defaulted in repayment of any principal or interest on loans or debt securities and has complied with all statutory dues, in accordance with Regulation 294(2) of the ICDR Regulations, and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalisation of a sum not exceeding ₹ 132,24,18,240/- (Rupees One Hundred Thirty Two Crore Twenty Four Lacs Eighteen Thousand Two Hundred Forty Only) out of securities premium received in cash and / or general reserve and / or retained earnings of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company holding equity shares of ₹ 10/- (Rupees Ten only) each whose names appear in the Register of Members / Register of Beneficial Owners on a ‘**Record Date**’ to be determined by the

Board for this purpose, in the proportion of 24:1 i.e., 24 (Twenty Four) new fully paid-up equity shares of ₹ 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Item No. 02: Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.

To consider and pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles

of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹13,30,00,000/- (Rupees Thirteen Crore Thirty Lakh only) divided into 1,33,00,000 (One Crore Thirty Three Lakh) equity shares of ₹ 10/- (Rupees One only) to ₹ 140,00,00,000/- (Rupees One Hundred Forty Crore only) by creation of additional 12,67,00,000 equity shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

“V. The Authorised Share Capital of the Company is ₹ 140,00,00,000/- (Rupees One Hundred Forty Crore only) consisting of 14,00,00,000 (Fourteen Crore) equity shares of ₹ 10/- (Rupees Ten only) each, with power to the Board to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

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

**Place: Delhi
Date: October 13, 2025**

**Registered Office:
18/32, East Patel Nagar,
New Delhi-110008
CIN: L51900DL1983PLC164048
Email: mail@apisindia.com
Website: www.apisindia.com
Tel: 011-4320 6650, Fax: 011-2571 3631**

NOTES:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended, setting out material facts in respect of the aforesaid resolutions and the reasons thereof are annexed hereto and forms part of this Postal Ballot Notice (**'Notice'**).
2. Pursuant to the provisions of section 110 of the Act read with the Rules and the MCA Circulars, your Company has an option for the above-mentioned resolution, to seek the approval of the Members through Postal Ballot (via remote e-voting only), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard. The last date for receipt of votes vide e-voting i.e., **Wednesday, November 19, 2025** shall be deemed to be the date of passing of the resolutions in accordance with SS-2 on General Meetings.
3. The Postal Ballot Notice is circulated for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. Central Depository Services (India) Limited ("CDSL") and National Securities Depository Limited ("NSDL") as on **Friday, October 17, 2025 ("the Cut-off")** and is also being sent to the Members who already have their e-mail IDs registered with the Company/ Registrar and Share Transfer Agent / Depositories, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. A person who is not a Member as on **Friday, October 17, 2025**, should treat this Postal Ballot Notice for information purpose only. A copy of this Postal Ballot Notice will also be available on the website of the Company at www.apisindia.com, on the Stock Exchange on which the Equity Shares of the Company are listed i.e. BSE Ltd at www.listing.bseindia.com and the website of CDSL www.evotingindia.com.
4. The Members of the Company whose names appear in the Registrar of Members/List of Beneficial Owners as received from Depositories i.e. CDSL/NSDL as on **Friday, October 17, 2025** (including those Members who may not have received this Postal Ballot Notice due to non-registration of the e-mail ID with the Company/RTA/ Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
5. In terms of Section 108, Section 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Rules, MCA Circulars and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to offer remote e-voting facility to all the Members of the Company. The Company has appointed CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.

6. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The Company is sending this Postal Ballot Notice in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelop will not be sent to the Members for this Notice in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting systems only.
7. Members who have not registered their e-mail address so far are requested to register their e-mail address with Depository Participant/Registrar and Transfer Agents for receiving all the communications including Annual Reports, Notices, etc. in electronic mode. Shareholders holding shares in physical form are requested to furnish their e-mail addresses and mobile numbers to the Company's RTA viz. Skyline Financial Services Private Limited at <https://www.skylinerta.com>.
8. The remote e-voting period commences on **Tuesday, October 21, 2025** at 9:00 a.m. (IST) and ends on **Wednesday, November 19, 2025** at 5:00 p.m. (IST). The remote e-voting shall not be allowed beyond the said date and time. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, October 17, 2025**, may cast their votes by electronic means in the manner and process set out herein below. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. Members cannot exercise votes by proxy on Postal Ballot.
10. The voting rights of the Members shall be proportionate to their shares in the total paid-up equity share capital of the Company as on Friday, October 17, 2025. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
11. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members between 11:00 a.m. and 1:00 p.m. on all working days, from the date hereof upto the last date of remote e-voting i.e. Wednesday, November 19, 2025. Members seeking inspection may send an email to mail@apisindia.com.
12. Members holding shares in physical form are requested to update their KYC and other relevant details with the Company Registrar and Transfer Agent (RTA), Skyline Financial Services Private Ltd, in compliance to the SEBI Circulars dated November 03, 2021, December 14, 2021 and March 16, 2023. For any queries in this regard send an e-mail request to RTA at compliances@skylinerta.com.
13. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional

shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ web sites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

14. Instructions for members for remote e-voting:

The voting period begins on **Tuesday, October 21, 2025** and ends on **Wednesday, November 19, 2025**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, October 17, 2025**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to aforesaid SEBI Circular Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on login icon & select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service

	Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://web.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful

	authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-24997000

Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders” module.
- c) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	- Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	- Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for Apis India Limited on which you choose to vote.
- k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

r) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; mail@apisindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

15. Procedure for registering the email address and obtaining the Notice of Postal Ballot and remote e-voting instructions by the Members whose email addresses are not registered with the Depositories (in case of Members holding shares in demat form) or with Company’s RTA viz: Skyline Financial Services Private Limited (in case of Members holding shares in physical form):

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company mail@apisindia.com/
compliances@skylinerta.com

- b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company on mail@apisindia.com/ compliances@skylinerta.com.
- c) In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot/e-voting notice may temporarily get their email registered with the Company's RTA Skyline Financial Services Private Ltd by clicking the link <https://www.skylinerta.com/> and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to parveen@skylinerta.com. It is clarified that for permanent registration of email address, the members are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent (RTA), Skyline Financial Services Private Ltd, New Delhi.
16. Corporate/ Institutional Members are requested to send a certified copy of the Board Resolution / Authorization letter to the Company at mail@apisindia.com, authorizing its representative(s) to vote.
17. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

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

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

**Place: Delhi
Date: October 13, 2025**

**Registered Office:
18/32, East Patel Nagar,
New Delhi-110008
CIN: L51900DL1983PLC164048
Email: mail@apisindia.com
Website: www.apisindia.com
Tel: 011-4320 6650, Fax: 011-2571 3631**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.01: Issue of Bonus Shares to the members of the Company

The Board of Directors at its meeting held on Monday, October 13, 2025, have recommended issue of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 24:1 i.e., 24 (Twenty Four) new fully paid-up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each by capitalising a sum not exceeding ₹ 132,24,18,240 (Rupees One Hundred Thirty Two Crore Twenty Four Lakh Eighteen Thousand Two Hundred Forty only) out of securities premium received in cash and / or general reserve and / or retained earnings of the Company, as may be considered appropriate.

Pursuant to Section 63 of the Companies Act, 2013, the Company can issue the fully paid-up Bonus Shares by capitalizing the reserves and surplus and further the Articles 126 and 127 of the Articles of Association of the Company permit capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including capital redemption reserves and / or securities premium received in cash and / or free reserve and / or retained earnings), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals, the issue of bonus equity shares requires members' approval. The bonus issue shall be implemented within two months from the date of the meeting of its Board of Directors i.e. Monday, October 13, 2025, wherein the decision to announce the bonus issue was taken subject to Members' approval. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 01 of this Postal Ballot Notice.

Members are requested to note that, in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his/her/its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Monday, November 10, 2025, to enable the Company to issue the bonus equity shares in dematerialized form.

With respect to the entitlement of bonus shares of Members holding equity shares in physical form and who fail to provide their demat account details to the Company by the timeline as stated above, the said bonus shares shall be credited in dematerialized form to a demat suspense account (either new or existing) or to a demat account in the name of a trustee of a trust to be settled by the Company to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account / trust account, shall remain frozen.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 01 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 01 of this Postal Ballot Notice for approval by the members.

Item No.02: Increase in the Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

Presently, the Authorised Share Capital of the Company is ₹13,30,00,000/- (Rupees Thirteen Crore Thirty Lacs only) divided into 1,33,00,000 (One Crore Thirty-Three Lacs) equity shares of ₹ 10/- (Rupees Ten only) each.

With the issue of bonus shares as per Item No. 01 above, the paid-up share capital of the Company would increase to ₹ 137,75,19,000 (Rupees One Hundred Thirty-Seven Crore Seventy-Five Lakh Nineteen Thousand). Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on Monday, October 13, 2025, have recommended to increase the Authorised Share Capital to ₹ 140,00,00,000/- (Rupees One Hundred Forty Crore only) by creation of additional 12,67,00,000 (Twelve Crore Sixty Seven Lakh) equity shares of ₹ 10/- (Rupees Ten only).

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 02 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 02 of this Postal Ballot Notice.

The Board of Directors recommend the Ordinary Resolution set-out at Item No. 02 of this Postal Ballot Notice for approval by the members.

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

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

Place: Delhi

Date: October 13, 2025

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