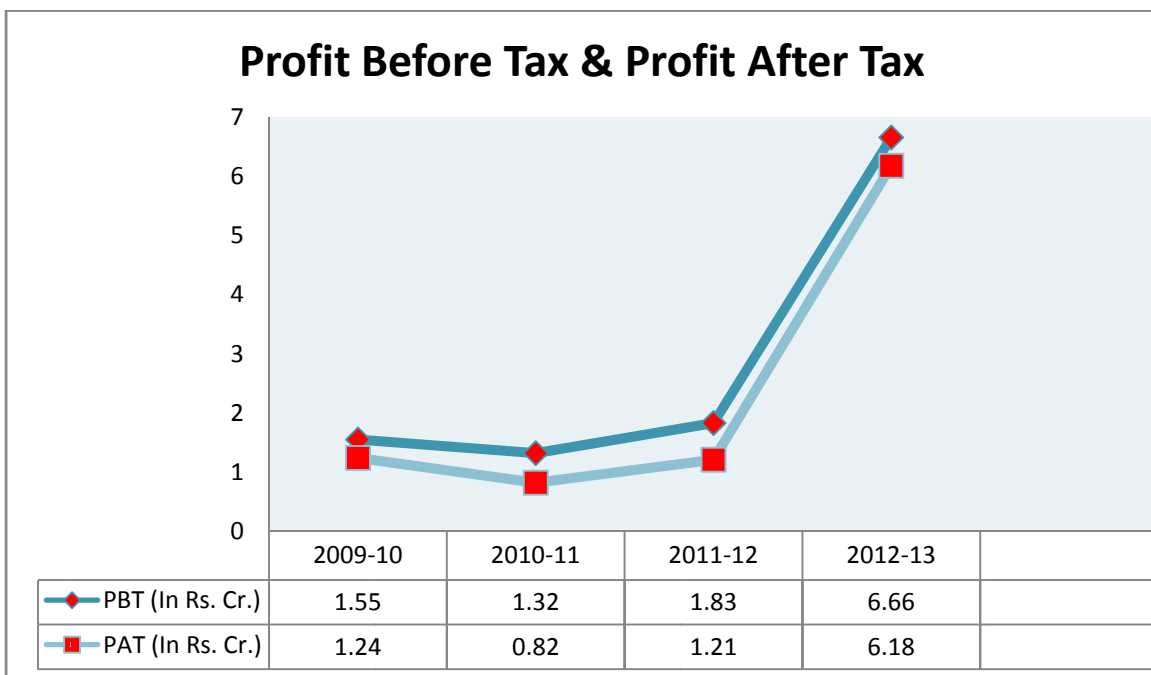
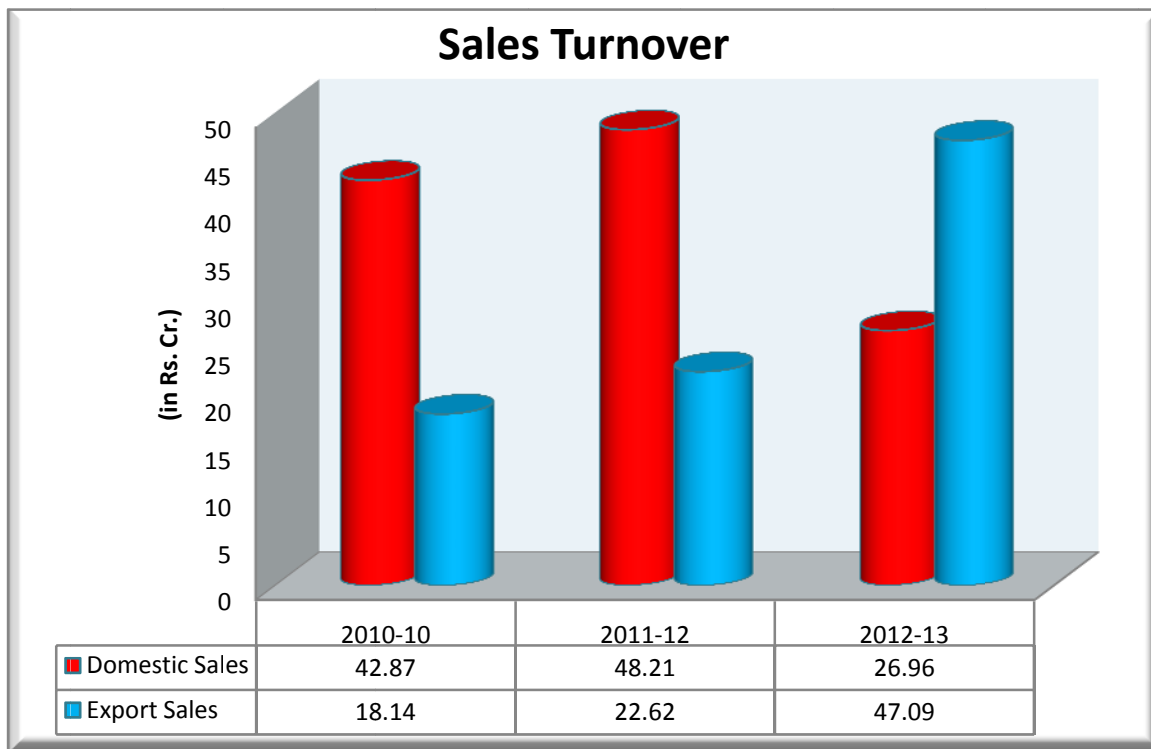
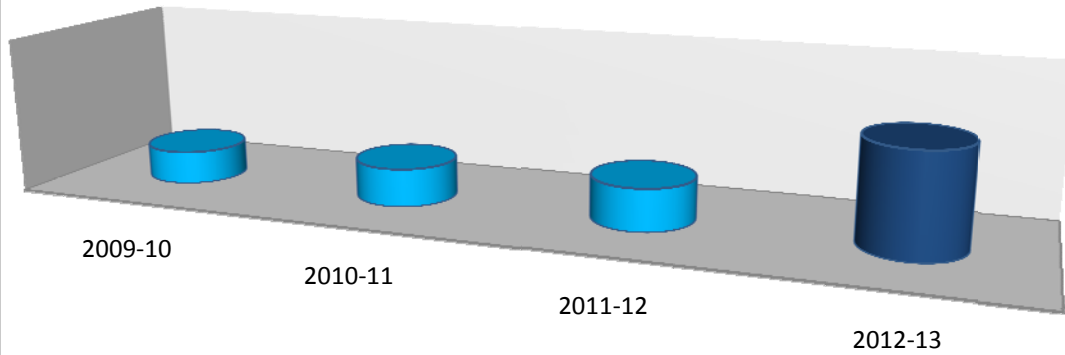


## PERFORMANCE HIGHLIGHTS

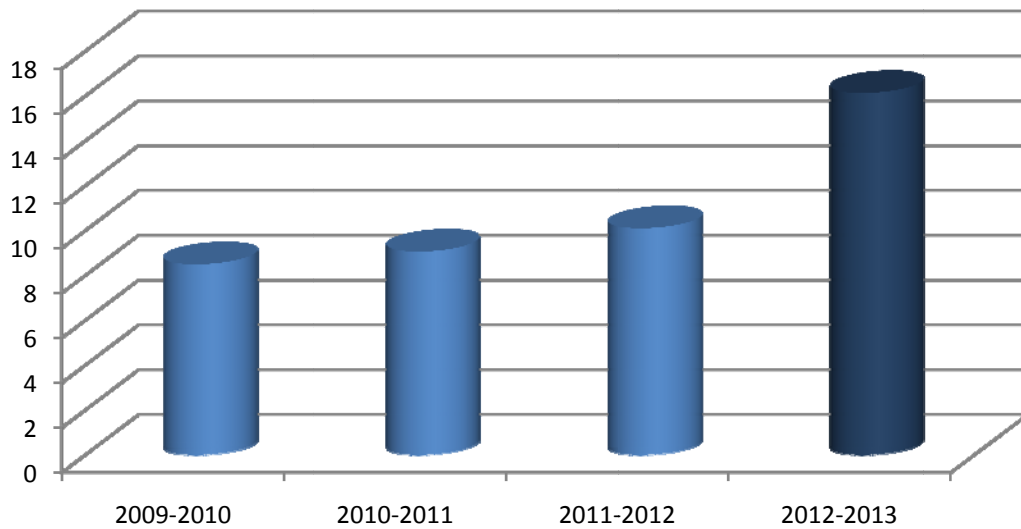


### EBIDTA (% of Sales)



	2009-10	2010-11	2011-12	2012-13
EBIDTA (% of Sales)	4.29	4.91	5.4	12.91

### Net Worth



## 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*)

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

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

**Axis Bank** (*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,

Shakarpur,

Delhi – 110 092

Delhi

### Cost Auditor

**M/s D A & Associates**

305, 12/56, DR Chamber

Desh Bandhu Gupta Road

New Delhi – 110 059

Delhi

## **CONTENTS**

Directors' Report

Management Discussion & Analysis

Report on Corporate Governance

Auditors' Report

Balance Sheet

Statement of Profit & Loss

Cash Flow Statement

Notes on Financial Statement

Notice of Annual General Meeting

Attendance Slip & Proxy form

E-Communication Registration Form

### **THIRTY FIRST ANNUAL GENERAL MEETING**

**Day:** Saturday

**Date:** September 28, 2013

**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.

## DIRECTORS' & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**Dear Shareholders,**

Your Directors have pleasure in presenting 31<sup>st</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, 2013.

### 1. CORPORATE OVERVIEW :

Apis India Limited is a leading honey processor in India and Master Franchisee of USA Pretzel chain Wetzel's Pretzels currently having its Corporate headquarter in Delhi.

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 transaction and reasonable present your Company's state of affairs, profits and cash flow for the year ended March 31, 2013.

### 2. FINANCE AND ACCOUNTS :

The Financial Statements of your Company for the year ended March 31, 2013 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, 2013 are given below:

(Amount in Rs. Lacs)		
Particulars	March 31, 2013	March 31, 2012
Net Sales / Income from Operations	7699.27	7260.85
Other Income	2.57	2.27
Less: Interest & Finance Charges	239.43	196.99
Less: Depreciation	50.50	12.27
Profit before Tax	666.39	182.79
Provision for Tax including the MAT Credit (Netted off) during the year	47.94	62.01
Profit after Tax	618.46	120.77
Add: Balance in Profit & Loss Account	109.12	4.62
Amount Available for Appropriation	727.58	125.39
Appropriations:		
Dividend on Preference Shares	14.00	14.00
Tax on Dividend	2.27	2.27
Reserves excluding revaluation reserves (Closing Balance)	711.31	109.12

#### 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. 7405.07 Lakhs compare to previous year Rs. 7083.03 Lakhs. The Other Operating Revenue has also been increased to Rs. 294.20 Lakhs (previous year 177.82 Lakhs). The overall growth comes to around 6%.

The Other Income which comprises of Interest Income and other miscellaneous income has been decreased to Rs. 2.57 Lakhs as compared to the last year which was Rs. 2.27 Lakhs.

The Company's Export has been increased to Rs. 4709.37 Lakhs from Rs. 2262.36 Lakhs during the year under review. Earnings per share were Rs. 11.22 as compared to Rs.2.19 in the previous year.

##### PROFITABILITY AND EARNING PER SHARE

The Operating Profit (Earnings before Interest, Tax and Depreciation) increased by 144% (approx.) to Rs. 956.32 Lakhs as compared to Rs. 392.05 Lakhs in the previous year.

During the year, Company's net profit after tax has been increased to Rs. 618.46 Lakhs as compared to Rs. 120.77 Lakhs in the previous year.

##### TRANSFER TO RESERVES

Your Company proposes to transfer 618.46 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. 712.01 Lakhs (previous year Rs. 109.82 Lakhs) after paying the dividend on Preference shares.

##### DIVIDEND

Considering the future expansion plans of the Company, the Board of Directors are unable to recommend any dividend for the financial year ending March 31, 2013 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. 2.27 lakhs (previous year Rs. 2.27 lakhs).

#### 5. OPERATIONS REVIEW:

The operations of the Company start at the farm level and finish in USA or Europe, being the basic market of the product. The Honey is collected from the beekeepers in the fields and then the same Honey ends up in sophisticated export and domestic market where the norms are very stringent regarding food 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. 2262.36 lakhs in Previous year to Rs. 4709.36 lakhs in current year showing an increase of about 108.16% (approx.).

#### 7. MANAGEMENT DISCUSSION AND ANALYSIS

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

## 8. EXPANSION / NEW PROJECTS

### A. FOOD DIVISION

With the object of moving towards its goal, the Company has entered into a new business activity under a Firm name M/s Apis Foods Incorporated (A Unit of Apis India Limited), new Food Division during last year becoming the Master Franchisee of famous USA Pretzel Chain **Wetzel's Pretzels**.

*The company as on 31<sup>st</sup> March 2013 was running total three across India in Delhi, Bangalore and Ludhaina and in the process of opening two new store at Pune (Maharashtra) and Kurla (Mumbai) as the agreement being already signed with Mall Developers.*

#### **Wetzel's Pretzels, LLC – About**

**Under the Aegis of Brand Wetzel's Pretzels** A variety of Pretzels and Hotdogs apart from these Beverages are offered.

#### **Products**

##### **Foods**

- **Pretzels**, consisting of several different flavors.
- **Wetzel dogs**, Hot Dogs with Pretzel bread for buns.
- **Wetzel Bitz**, Bite size Pretzel bits sold in a cardboard container.
- **Jalapeno Cheese Dog**, Hot big juicy slices of jalapeno over melted cheese on baked dog.

##### **Beverages**

- **Frozen Lemonade** sold in a variety of flavors.
- **Frozen Granita**, a frozen version of the Italian Dessert.
- **Kiwi Strawberry Granita**
- **Blue Raspberry Granita**

### B. OLD PROCESSING PLANT- RAJPURA

The Company has closed down its honey processing facility at Rajpura Punjab as to concentrate and reap the maximum benefits from its Plant at Roorkee Uttarakhand as this Unit is enjoying the Benefit of 80IC under The Income Tax Act 1961 among other things and cost benefit ratio is also more in respect of Roorkee Plant considering the various aspects of Raw Material, Manpower availability, Packing Material etc.

This has enhanced the Company's strength and ability to handle the growing market demand which is on increasing pace every year.

#### **SUBSIDIARY COMPANY:**

The Company has no subsidiary as on date.

## 9. CREDIT RATING:

CARE Limited is one of the most experienced and leading Credit Rating Agencies in the country today. The Grading Services offered by CARE employ pioneering concepts and methodologies.

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

#### 10. LISTING:

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

#### 11. 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.

#### 12. INSURANCE:

All the properties of the Company including Plants & Machinery, Stocks, building, etc. are adequately insured and Protected against various risk.

#### 13. 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.

#### 14. DIRECTORS:

Mr. Sushil Gupta and Mrs. Shalini Malik, Directors, retire by rotation at the forthcoming Annual General Meeting on September 28, 2013 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 that the resolutions related to the re-appointment of Mr. Sushil Gupta & Mrs. Shalini Malik as Directors of your Company be passed.

#### 15. 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.

#### 16. AUDITORS REMARKS:

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

#### 17. 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, 2013 from M/s Umesh Kumar & Associates, Company Secretaries, New Delhi is attached hereto and forms part of this Annual Report as **Annexure 'B'**.

## 18. COST AUDITORS

Pursuant to the Ministry of Corporate Affairs Order vide F. No. 52/26/CAB-2010 dated January 24 2012 and as per provision of Section 233B of the Companies Act, 1956, your Company requires to get the cost records audited relating to the Honey Division from the financial year commencing April 1, 2013. The Central Government approved the appointment of M/s D A & ASSOCIATES, Cost Accountants, New Delhi, as a Cost Auditors of the Company to audit the Cost Accounts maintained by the Company for the Financial Year 2013 – 2014.

## 19. 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.

## 20. 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.

## 21. 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> 2013, the Board of Directors report that: -

- a) In the preparation of the Annual Accounts for the period ended March 31, 2013, 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, 2013 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, 2013 on a going concern basis.

## 22. 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.

## 23. FOREIGN EXCHANGE EARNING AND OUTGO

Details of expenditure and earning in foreign currencies are given as an Annexure to this Report.

#### 24. 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 2, 2013

**Vimal Anand**  
(Managing Director)

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