

APM INDUSTRIES LIMITED

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 37th Annual General Meeting of the Members of APM Industries Limited will be held on **Saturday, the 3rd day of September, 2011 at 11.30 A.M.**, at its Registered Office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Shri S G Rajgarhia, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Chaturvedi & Co., Chartered Accountants, who are eligible for re-appointment as Auditors of the Company and to fix their remuneration.

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar (Rajasthan)

By Order of the Board

New Delhi
July 30, 2011

F C GOEL
Company Secretary

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from **August 27, 2011 (Saturday) to September 3, 2011 (Saturday)** (both days inclusive) in connection with the payment of final dividend for the financial year 2010-2011.
3. The payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after **September 7, 2011** as under:-
 - a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end of the day on **August 26, 2011**.
 - b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the company before the closing hours on **August 26, 2011**.
4. As per the provisions of Section 205-C of the Companies Act, 1956, Unclaimed Dividend amount in respect of 2002 – 2003 has been transferred to Investor Education and Protection Fund on **October 24, 2010** upon expiry of 7 Years period. Unclaimed Dividend for the year 2003 – 2004 will be transferred to Investor Education and Protection Fund on **October 27, 2011** shareholders who have not claimed dividend for the year 2003 – 2004 are requested to claim the divided on or before **October 27, 2011**.

5. A) On **January 28, 2011** the company's equity shares of Rs.10/- each split/sub-division into 5 equity shares of Rs.2/- each. The new ISIN No. is **INE170D01025**. **Members are requested to surrender their old certificates to the registrar/company in original with a request letter for issuance of new share certificates.**

- B) The shareholders, who have not converted their shares in demat form, are requested to do so, in their own interest.

6. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:

a) os.delhi@orientsyntex.com

b) admin@skylinerta.com

Details of the Director seeking reappointment in the forthcoming Annual General Meeting.

BRIEF RESUME OF DIRECTOR OFFERING FOR REAPPOINTMENT

Name of the Director	: Shri S G Rajgarhia
Date of Birth	: 21.08.1946
Date of appointment	: 26.07.2000
Qualification	: B. Tech. (Hons.) and S.M. (MIT)
Expertise in specific functional area	: Shri S G Rajgarhia is Managing Director of M/s Orient Abrasives Limited. He brings with him varied experience of more than 40 years.
List of other Directorship held	: - Orient Abrasives Limited - Autometers Alliance Ltd. - Rajat Leasing Limited - Madhushree Properties Pvt. Ltd. - Rajgarhia Leasing & Financial Services (P) Ltd. - Sheevam Comfort Hotels Pvt. Ltd. - Suvidha Parklift Pvt. Ltd. - Mourya Realty Pvt. Ltd.

Chairman/member of the : Audit Committee – Member.
Committee of the Board
of Directors of the
Company

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar (Rajasthan)

By Order of the Board

New Delhi
July 30, 2011

F C GOEL
Company Secretary

APM INDUSTRIES LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 37th Annual Report and Audited Accounts for the year ended on March 31, 2011.

FINANCIAL RESULTS

(Rs. In lacs)

	2010-11	2009-10
Gross Sales	24350	19686
Profit before depreciation and tax	2666	1420
Less: Depreciation	471	455
Profit before income tax	2195	965
Less: Income Tax	813	305
Net profit for the year	1382	660
Add: Balance brought forward from the previous year	2262	2717
Amount available for appropriation	3644	3377
Appropriations: -		
• Proposed Dividend	130	-
• Corporate Dividend Tax	21	-
• General reserve	1000	1115
• Balance carried forward to Balance Sheet	2493	2262
Total	3644	3377

OPERATIONS

During the year 2010-11, your company's performance has improved significantly. The net profit recorded a growth of 109% from Rs.660 lacs to Rs.1382 lacs while the turnover grew by 24% from Rs.19686 lacs to Rs.24350 lacs. The main contributors to the increase of profits was the product mix and a favourable market.

The earnings per share for the year 2010-11 works out to Rs.6.39 as compared to previous year Rs.3.05.

EXPORTS

During the year 2010-11, the export turnover at Rs.2217 lacs, as against Rs.1970 lacs during 2009-10, an increase of 13%.

EXPANSION AND MODERNIZATION

The Company continues to modernize its Plant and Machinery under Technology Upgradation Fund Scheme (TUFS). The company proposes to install some balancing equipments which would help manufacture more value added products. The total capacity of the company as on 31.03.2011 is 50336 spindles.

PROSPECTS

The Polyester and Viscose prices have started falling during 2011-12, as the reduction in the fibre prices is gradual and continuous. It is not unusual, but a short term phenomena, in the long run, the lower raw material prices would ultimately help the textile industry to perform better.

DIVIDEND

Your Directors are pleased to recommend a Dividend @ 30% i.e. Rs.0.60 per fully paid equity shares of Rs.2/- each for the year ended March 31, 2011 for consideration of the members at the forthcoming Annual General Meeting.

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

The prescribed details as required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, are annexed as **Annexure – I** to this Report.

PARTICULARS OF EMPLOYEES

The statement showing particulars of the employees as required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 (as amended), is not given as no employee was in receipt of remuneration equal to or exceeding Rs. 60,00,000/- (Rupees sixty lacs only) per annum, if employed for the full year or Rs. 5,00,000/- (Rupees five lacs only) per month, if employed for a part of the year.

DIRECTORS

Shri S G Rajgarhia, retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. A brief resume is given in the Notice to the Annual General Meeting. Your Directors recommend his re-appointment at the ensuing Annual General Meeting in the overall interest of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of Section 217(2AA) of the Companies Act, 1956, your Directors confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed and Notes to the Accounts are self explanatory.
2. That they have 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 and of the profit or loss of the Company for that period.
3. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That they have prepared the annual accounts on a going concern basis.

AUDIT COMMITTEE

The Audit Committee meets at due intervals to conduct the required business. At present the committee comprises of Shri K R Gupta (Chairman) and Shri R R Bagri (Member) as independent Directors and Shri S G Rajgarhia (Member) as Non Executive Director.

The composition, role, functions and powers of the Audit Committee are in accordance with the applicable laws and the listing agreements with the Stock Exchange.

AUDITORS

M/s Chaturvedi & Co., Chartered Accountants, the auditors of the Company, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. A certificate under section 224(1B) of the Companies Act, 1956 confirming their eligibility has been obtained from them. Your Directors recommend that they be reappointed by the members at the 37th Annual General Meeting.

AUDITORS' REPORT

The Auditors' Report read with notes to the financial statements is self-explanatory and does not call for any further explanations by the Board.

CORPORATE GOVERNANCE

A separate report on Corporate Governance and a certificate from the Auditors of the company regarding compliance of the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges are annexed as **Annexure – II** to this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management discussion and analysis on the matters relating to the business performance, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in the Annual Report.

APPRECIATION

Your Directors gratefully acknowledge the whole hearted support given by the customers, suppliers, shareholders, employees, governments, financial institutions, banks, and we look forward to their continued cooperation and best wishes in our endeavour to steer your company towards greater heights.

For and on behalf of the Board

New Delhi
July 30, 2011

R K RAJGARHIA
Chairman & Managing Director

ANNEXURE – I TO DIRECTORS' REPORT

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULE 1988.

A. CONSERVATION OF ENERGY

Energy Conservation Measures taken:

The Company has taken following Energy Conservation Measures to save the Energy.

1. Installation of 6 Solar Water Heater in Staff Colony.
2. Replacement of 367 ordinary bulbs by CFL in Staff Colony.
3. Installation of 206 heavy duty nozzles in 23 Humidity plants.
4. Installation of 4 Nos Motors having 1400 RPM in place of 2800 RPM in L/R, Draw Frame (LD06) after modification.
5. Installation of 15 KW 13 Nos. Energy Efficient Motor in place of 15 KW Old Motors in Humidity Plant.
6. Installation of 22 KW 46 Nos new energy efficient motors in place of 22 KW Motors in Unit-I & II and Ring Frame.
7. Installation of 22 KW – 20 Nos new energy efficient motors in TFO against 26 KW Motors.

8. Installation of 22 KW – 22 Nos energy efficient motors in TFO against 30 KW Motors.
9. In Plant Air Consumption reduced 315 CFM by very accurate settings in various machines.
10. C1/3 Carding Fan Modification Work.
11. Installation of 3 Nos. 11 KW Energy Efficient Motors in doubling in place of ordinary motors.

B. RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

Efforts made in R& D and Technology Absorption are given in Form 'B'.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO.

The activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans have been discussed under the head 'Exports' in Director's Report.

The information in respect of Foreign Exchange earning and outgo is contained in item 11 (f) & (g) in Schedule – 18 annexed to the Balance Sheet.

FORM 'A'

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSUMPTION OF ENERGY

	Unit	2010-11	2009-10
A POWER AND FUEL CONSUMPTION			
1 Electricity			
Purchased unit	Unit in lacs	449.56	422.93
Total amount	Rs. In lacs	1913.70	1835.51
Rate	Rs./Unit	4.26	4.34
2 Own Generation			
a) Through Diesel Generator	Unit in lacs	5.49	9.40
Unit per Litre of Diesel	Unit	3.61	3.68
Cost	Rs./Unit	10.13	8.82
b) Through HFO Generator	Unit in lacs	12.73	31.39
Unit per Litre of Diesel/HFO	Unit	3.78	3.95
Cost	Rs./Unit	7.71	5.93
3 Coal (Grade B, C, D & E)/Petcock			
Quantity MT	2355.60	2201.39	
Total cost	Rs. in lacs	210.20	154.63
Average rate	Rs./MT	8923.58	7024.11
4 Diesel			
Quantity Ltrs. In lacs	1.81	2.88	
Total cost	Rs. In lacs	63.27	89.93
Average rate	Rs./Ltr.	34.95	31.18
5 Furnace Oil			
Quantity Ltrs. In lacs	3.08	7.61	
Total cost	Rs. In lacs	84.37	171.02
Average rate	Rs./Ltr.	27.39	22.44
B CONSUMPTION PER UNIT OF PRODUCTION*			
1 Electricity		307.00	326.00
2 Coal B, C, D & E Grade/Pet coke		15.44	15.49

* Production unit, per 100 kgs.

FORM 'B'

RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

A. Research & Development:

• **Specific areas in which R&D carried out by the Company:**

The Company has been giving special emphasis on development of new products and cost reduction. The Company has developed new products for exporters of yarn, fabrics, furnishings and Readymade garments, keeping in touch with latest trend of fabrics & readymade garment exports. The company has also developed new varieties of yarn for direct export to various countries as well as for domestic markets.

• **Benefits derived as a result of R & D:**

Product improvement, cost reduction and improvement in customer satisfaction.

• **Future course of action:**

To develop new varieties and shades as per market requirements.

• **Expenditure on R&D:**

No specific expenditure exclusively on R&D has been incurred.

B. Technology Absorption, Adaptation and Innovation:

• **Efforts made:**

The indigenous technology available is continuously being upgraded.

• **Benefit derived:**

Improvement in the overall performance of the Company.

• **Particulars of imported technology:**

Not applicable

For and on behalf of the Board

New Delhi
July 30, 2011

R K RAJGARHIA
Chairman & Managing Director

APM INDUSTRIES LIMITED

ANNEXURE – II TO DIRECTORS' REPORT

CORPORATE GOVERNANCE

1. Company's philosophy on Code of Governance

The Company strongly believes in fair, efficient and transparent business operations, fairness to all stakeholders in the Company, proper disclosure of relevant financial and non-financial information and enhancing shareholder value on a continuing basis.

2. Board of Directors

As on March 31, 2011, the Board is comprised of 6 Members. The composition of the Board of Directors meets with the requirements of Listing Agreement. None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which they are Directors.

During the year 2010 – 11 five Board meetings were held on 26.05.2010, 03.08.2010, 30.10.2010, 29.01.2011, 17.03.2011.

The composition of the Board of Directors and the attendance at the Board meeting during the year are as under: -

Sl. No.	Name of the Directors	Category of Directors	No. of Board Meetings		No. of Director Ships in other public companies	Committee		Last AGM Attended
			Held	Attended		Memberships	Chairmanships	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
1	Shri R K Rajgarhia	Chairman & Managing Director	5	5	4	-	1	Yes
2	Shri R L Toshniwal	Non Executive & Independent	5	1	3	1	-	No
3	Shri K R Gupta	Non Executive & Independent	5	5	1	1	5	Yes
4	Shri S G Rajgarhia	Non Executive	5	4	4	1	-	Yes
5	Shri R R Bagri	Non Executive & Independent	5	5	3	4	-	Yes
6	Shri H R Sharma	Executive	5	5	-	1	-	Yes

The non-executive directors, except Shri S G Rajgarhia do not have any material pecuniary relationship with the company. Shri S G Rajgarhia's pecuniary relationship to the company is limited to the extent of his shareholding in it and the sitting fees received by him. He may also be deemed to have some pecuniary interest with respect to transactions of sale and purchase of materials with the Companies in which he is a director, brief details of which are disclosed in the notes to the financial statements under the head "related party disclosures" under Schedule 18 of the Annual Report.

Shareholding of non-executive directors in the company as on the date of report is:

Name of the Director	No. of shares	Percentage
Shri S G Rajgarhia	573850	2.66

3. Audit Committee

The broad terms of reference of the Audit Committee are:-

- to review the unaudited financial results and the internal audit reports
- to suggest internal control measures after discussion with the internal auditors
- to oversee their implementation
- to review financial statements with the management
- to recommend appointment of auditors and
- other matters as provided in the clause 49 of the listing agreement

The scope and activities of the audit committee include the areas prescribed under clause 49 II (D) of the listing agreement with the Stock Exchanges. The audit committee has been granted powers as prescribed under the clause 49 II (C).

During the year 2010 – 11 four Audit Committee meetings were held on 26.05.2010, 03.08.2010, 30.10.2010, 29.01.2011.

The constitution of the committee and the attendance of the members are as under:-

Sl. No.	Name	Category	No. of Meetings	
			Held	Attended
1	Shri K R Gupta	Non Executive & Independent	4	4
2	Shri S G Rajgarhia	Non Executive	4	3
3	Shri R R Bagri	Non Executive & Independent	4	4

Shri K R Gupta, is the Chairman of the Committee. The Company Secretary acts as the Secretary of the Committee. The meetings were also attended by the representatives of Statutory and Internal Auditors.

4. Remuneration Committee

The remuneration committee was constituted in the year 2008 comprising of Shri K R Gupta (Chairman), Shri R R Bagri and Shri R L Toshniwal, all being independent and non-executive directors.

APM INDUSTRIES LIMITED

The non-executive directors are paid sitting fees for the Board and Committee meetings attended by them. The non-executive directors are not paid remuneration in any other form.

The details of remuneration paid to Chairman & Managing Director and Executive Director during 2010 – 2011 are as under:-

Sl. No.	Name of the Directors	Salary	Perquisites and other benefits	Total
1	Shri R K Rajgarhia	25,28,000	22,93,262	48,21,262
2	Shri H R Sharma	17,23,704	45,760	17,69,464

The details of sitting fee paid to the other Directors during 2010 – 2011 are as under:-

Sl. No.	Name of the Directors	Sitting Fee	Total
1	Shri R L Toshniwal	10,000	10,000
2	Shri K R Gupta	87,500	87,500
3	Shri S G Rajgarhia	62,500	62,500
4	Shri R R Bagri	87,500	87,500

5. Shareholders/Investors Grievance Committee

The Shareholders/Investors Grievance Committee of Directors is headed by Shri K R Gupta, Non-Executive & Independent Director. The other members of the Committee are Shri R R Bagri and Shri H R Sharma.

Name, designation and address of Compliance Officer:-

Shri V K Singhal
Dy. Company Secretary
APM Industries Limited
910 – Chiranjiv Tower
43 – Nehru Place
New Delhi – 110 019
Ph No. 011-26441022
Fax No.011-26441018

8 Shareholders' complaints were received during the year 2010 – 2011 and all of them have been resolved.

There were no pending share transfers as on 31.03.2011.

6. General Body Meeting's

Location and time, where last three Annual General Meetings were held and particulars of special resolution, if any are as under.

Year	Location	Date	Time
2010	SP-147 RIICO Industrial Area,	25.09.2010	11.30 A.M.
2009	Bhiwadi	26.09.2009	11.30 A.M.
2008	Dist. Alwar (Rajasthan)	30.09.2008	11.30 A.M.

No resolutions have been put through postal ballot so far. Similarly, there are no resolutions, which are required to be put through postal ballot at this Annual General Meeting.

7. Code of Conduct

The company has formulated and implemented a Code of Conduct for Board Members and senior management of the company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the company.

8. CEO/CFO Certification

Shri R K Rajgarhia, Chairman & Managing Director and Shri H R Sharma, Executive Director have given the above certificate pertaining to financial year 2010 – 11 to the Board of Directors which was taken note of at the Board meeting.

9. Disclosures

- There are no materially significant related party transactions, which may have potential conflict with the interests of the Company at large.
- The company's financial statements are prepared as per the Accounting Standards and the accounting principles generally accepted in India.
- The risk assessment and minimization is an on going process within the company. The company has laid down the procedures to inform Board members about the risk assessment and minimization procedures. The audit committee/board reviews the risk assessment and control process in the company periodically.
- The company has not raised any money through Public Issue, Rights Issue or Preferential Issue etc.
- There have been no penalties/strictures imposed on the Company by Stock Exchange(s) or SEBI or any other statutory authority for non-compliance of any matter relating to capital markets, during the last three years.
- There is no pecuniary relationship or transaction with the Non-Executive independent Directors.
- The management discussion and analysis report is given as a separate statement in the Annual Reports and forms part of the Directors Report.

10. Compliance with mandatory/Non-mandatory Requirements

The company has complied with all the applicable mandatory requirements given in the listing agreement.

11. Means of Communication

The quarterly Financial Statements are normally published in Business Standard (all Edition) and Seema Sandesh (Jaipur Edition).

APM INDUSTRIES LIMITED

12. General Shareholder Information

A. Annual General Meeting: -

Date : **September 3, 2011 (Saturday)**
 Time : 11.30 A.M.
 Venue : SP – 147 RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan)

B. Financial Calendar for 2011 – 2012

Adoption of Quarterly Results Ended	In the month of
30th June, 2011	August 15, 2011
30th September, 2011	November 15, 2011
31st December, 2011	February 15, 2012
31st March, 2012 (Audited Annual Accounts)	May 15, 2012 (May 30, 2012)

C. Date of Book Closure

From **August 27, 2011** to **September 3, 2011** (both days inclusive).

D. Dividend payment date

On or after **September 7, 2011**

E. Listing on Stock Exchange at: -

Bombay Stock Exchange Limited
 Scrip Code 523537
 The Listing fees for the year 2011 – 2012 have been paid to the above Stock Exchange.
 Demat ISIN No. in NSDL and CDSL for equity shares **INE-170D01025**

F. Shareholding Pattern of the Company as on 31st March 2011.

Category	No. of Shares Held	%age of share holding
a) Promoters/persons acting in concern	13534035	62.62
b) Banks, Financial Institutions, Insurance Companies	1250	0.01
c) NRIs/OCBs	96125	0.44
d) Other Corporate bodies	818370	3.79
e) Indian Public	7161580	33.14
Total	21611360	100.00

G. Distribution of shareholding as on 31st March, 2011

Range	Shareholders		Shares	
No. of shares	Number	% to Total Holders	Number	% to Total Capital
Upto 500	9133	84.77	2051950	9.49
501 1000	780	7.24	663162	3.07
1001 2000	345	3.20	539172	2.49
2001 3000	207	1.92	525500	2.43
3001 4000	60	0.56	221008	1.02
4001 5000	75	0.70	364612	1.69
5001 10000	62	0.57	491677	2.28
10001 And above	112	1.04	16754279	77.53
Total	10774	100.00	21611360	100.00

H. Share Transfer System

Share transfers in physical form are registered by the Registrars and returned to the respective transferees within a period ranging from two to three weeks, provided the documents lodged with the Registrars/Company are complete in all respects.

I. Dematerialization of shares

The Company has arrangements with both National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

J. Share Dematerialized record

The following data indicates the extent of dematerialization of Company's shares as on 31st March, 2011.

No. of shares dematerialized	12486140	57.78% of the total share capital
No. of shareholders in D-mat Form	3357	31.16% of the total No. of shareholders

APM INDUSTRIES LIMITED

K. Market Share Price Data (Rs.)

Month		Bombay Stock Exchange Limited	
		High	Low
April	2010	58.00	42.00
May	2010	56.50	39.00
June	2010	59.80	42.00
July	2010	60.00	52.15
August	2010	80.00	58.00
September	2010	89.95	68.00
October	2010	110.00	83.00
November	2010	106.90	69.00
December	2010	91.35	65.55
January*	2011	95.00	15.00
February*	2011	17.10	13.50
March*	2011	17.70	14.00

*On January 28, 2011 the company's equity shares of Rs.10/- each split/sub-division into 5 equity shares of Rs. 2/- each.

L. Registered Office and Plant Location of the Company

APM Industries Limited
 SP-147 RIICO Industrial Area
 Bhiwadi
 Dist. Alwar (Rajasthan) – 301 019
 Tel. : 01493 – 220433
 Fax : 01493 – 220228
 Email : os.bhiwadi@orientsyntex.com

M. Investors Correspondence

Shareholders can make correspondence at the following addresses both for Demat and Physical transfer work and other grievances, if any:

1. Corporate office

APM Industries Limited
 910 – Chiranjiv Tower
 43 – Nehru Place
 New Delhi – 110 019
 Tel : 011 – 26441015 – 17
 Fax : 011 – 26441018
 E-mail : orientapm@bol.net.in
os.delhi@orientsyntex.com

2. Registrars and Share Transfer Agent

M/s Skyline Financial Services Pvt. Ltd.,
 D-153/A, 1st Floor
 Okhla Industrial Area Phase -1
 New Delhi – 110 020
 Tel : 011 – 30857575 (10 Lines)
 Fax : 011 – 30857562
 E-mail : admin@skylinert.com

AUDITORS' CERTIFICATE

To

The Shareholders of
 APM Industries Limited

We have examined the compliance of conditions of Corporate Governance by APM Industries Limited for the year ended March 31, 2011, as stipulated in clause 49 of the listing agreement of the said Company with stock exchanges in India.

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

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 the above-mentioned listing agreement.

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

For Chaturvedi & Co.
 Chartered Accountants
 Registration No. : 302137E

(Pankaj Chaturvedi)
 Partner
 Membership No. 091239

New Delhi
 July 30, 2011

APM INDUSTRIES LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

The core business of the Company is manufacturing and marketing of synthetic blended yarn. The management discussion and analysis is given below:

a) Industry structure and development

Large numbers of textile manufacturers in India have expanded their production capacity due to Technology Upgradation Fund Scheme (TUFS), which allowed interest subsidy. With the growth in the domestic market, thus capacity expansion has started paying yield. The world economy has also shown initial indications of recovery and with the Rupee once again becoming attractive; the Indian Industry has started looking up and is full of enthusiasm in expectation of increased profitability.

Textile is the 2nd largest employment generating industry in the country. Therefore, the Government is continuously extending support for growth of this segment.

b) Opportunities, threats/risks and concerns

The stable political climate, trade friendly economic laws and growing economy of India inspires consumer confidence in the market. Comparatively low cost of labour in India and other Asian countries should attract more and more textile business from developed countries to this region. Also, the availability of dyed viscose in the country enables the industry to offer more varieties of the products.

The threats to the Industry are fluctuation in foreign exchange rates, unpredictable demand and supply of textile products, change in the Government Regulations, volatile crude oil and coal prices, non-availability of trained manpower.

c) Segment-wise performance

The Company has only one line of business, namely, manufacturing of Synthetic Blended Yarn. The Company has no activity outside India except export of yarn manufactured in India; therefore, there is no geographical segment.

d) Outlook

The company continues to concentrate on modernization-cum-balancing of equipments. This would results in higher production and help in producing more value added products. Coupled with expected better market condition, this would increase the sales and profitability of the company.

e) Internal control system

The company has a professional internal control system, which provides adequate safeguards and effective monitoring of transactions. The company has a strong internal audit system and independent Internal Auditor. The Internal Auditor reports to the Chairman & Managing Director and the Audit Committee of the Board. Personnel of the Internal Auditor conduct periodical audits in all the areas to ensure that the company's control mechanism is properly followed and all statutory requirements are duly complied with.

f) Discussion on financial performance with respect to operating performance

The operating performance of the Company has been discussed in Directors Report under the head Financial Results, Operations and Prospects.

g) Developments in human resources and industrial relations

Your Company's progress is a reflection and outcome of the human resources it has. Your company has fostered a culture of ownership, accountability and self evaluation that encourages employees to continuously improve on their efficiency. The industrial relations remained cordial thought the year.

h) Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's expectations or predictions may be "forward looking" within the meaning of applicable laws or regulations. Actual results may differ materially from those expressed or implied.

For and on behalf of the Board

New Delhi
July 30, 2011

R K RAJGARHIA
Chairman & Managing Director