

42nd
A**NNUAL**
REPORT
2015-2016

APM INDUSTRIES LIMITED

APM INDUSTRIES LIMITED
CIN No. L21015RJ1973PLC015819

CIN NO.
L21015RJ1973PLC015819

BOARD OF DIRECTORS

R K RAJGARHIA
Chairman

K R GUPTA

S G RAJGARHIA

R R BAGRI

UMA HADA

H R Sharma
Managing Director

AUDITORS
Chaturvedi & Co.

BANKERS
Punjab National Bank
State Bank of Bikaner & Jaipur

CORPORATE OFFICE
910, Chiranjiv Tower,
43, Nehru Place
New Delhi - 110019
Tel : 011 – 26441015 – 17
Fax : 011 – 26441018
E-mail : delhi@apmindustries.co.in

COMPANY SECRETARY
JYOTI UPADHYAY

REGISTERED OFFICE & WORKS
SP-147, RIICO Industrial Area
Bhiwadi, Dist. Alwar
(Rajasthan) - 301019
Tel. : 01493 – 522400
Fax : 01493 – 522413
Email : bhiwadi@apmindustries.co.in

WEBSITE
www.apmindustries.co.in

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of **APM Industries Limited** will be held on **Saturday** the 24th day of **September, 2016** 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 consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2016, together with the Reports of the Directors and Auditors thereon.
2. To confirm the two interim dividends aggregating to Rs.3.50 per equity share as final dividend, already paid for the year ended 31st March, 2016.
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 ratify the appointment of Statutory Auditors.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Chaturvedi & Co., Chartered Accountants (Firm Registration No. 302137E), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. **To consider appointment of Shri R K Rajgarhia as Chairman of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and provisions of the Article of Association and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the consent of the members be and is hereby accorded to the appointment of Shri R K Rajgarhia as Chairman of the Company for a period of 5 years (Five Years) w.e.f. June 1, 2016 to May 31, 2021 on the terms and conditions including remuneration, as set out in explanatory statement."

6. **To consider appointment of Shri H R Sharma as Managing Director of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and provisions of the Article of Association and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, the consent of the members be and is hereby accorded to the appointment of Shri H R Sharma as Managing Director of the Company for a period of 5 years (Five Years) w.e.f. June 1, 2016 to May 31, 2021 on the terms and conditions including remuneration, as set out in explanatory statement."

7. **Ratification of Remuneration to Cost Auditor**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

8. **To keep Register and Index of Members at other place**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 94 read with Section 88 and 92 and other applicable provisions of the Companies Act, 2013 and Rules made there under, the consent of the members of the Company be and is hereby accorded to keep, maintain and preserve Register of Members and Index of Members of the Company, at the Office of Skyline Financial services Private Limited, the Registrar and Share Transfer Agent of the Company, situated at D-153 A, First Floor, Okhla Industrial Area, Phase - I, New Delhi – 110 020 instead of keeping and maintaining the same at Registered Office of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:

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

Palce: New Delhi

Dated: July 22, 2016

By Order of the Board

Jyoti Upadhyay
Company Secretary
(Membership No. 37410)

APM INDUSTRIES LIMITED

CIN No. L21015RJ1973PLC015819

NOTES

- The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
- A statement giving the relevant details of the Directors seeking appointment under Item Nos. 3, 5 and 6 of the accompanying Notice, as required by Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed herewith.
- 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. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable.**
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
A member can opt for only one mode i.e. through remote e-voting or voting at Annual General Meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and the voting at Annual General Meeting shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
- Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend, application money, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall be entertained against the IEPF or the Company for the amounts so transferred.
Members who have not yet encashed their dividend warrant(s) pertaining to the dividend for the financial year 2010-11 onwards for the Company are requested to lodge their claims with Company's Registrars and Transfer Agents. It may be noted that the unclaimed Dividend for the financial year 2010-11 declared by the Company on 14.09.2011 can be claimed by the Members by 31.08.2018, the same will be deposited in IEPF Account by 14.09.2018.
The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. September 25, 2015, on the website of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.apmindustries.co.in.
- Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.

- The company sub-divided the face value of equity shares from Rs.10 to Rs.2. Members were advised to surrender their old share certificates for exchange with the new ones. Members, who have not already exchanged their old certificates which anyway ceased to be valid from that date, may do so by sending the old certificates to the Registrar / Company.

The members are requested to get their shares dematerialized. The Company's ISIN Code **INE170D01025** pursuant to change in face value.

- 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:

- delhi@apmindustries.co.in
- apmindustriesltd@gmail.com
- admin@skylinerta.com

The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Annual Report will also be made available on the Company's website at www.apmindustries.co.in.

- a) In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this remote e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period:

Commencement of remote e-voting : From 9.00 A.M. on **September 21, 2016 (Wednesday)**

End of remote e-voting : Upto 5.00 P.M. on **September 23, 2016 (Friday)**

E-voting shall not be allowed beyond 5.00 P.M., on **September 23, 2016 (Friday)**. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **September 17, 2016 (Saturday)**. A person who is not a member as on cut-off date should treat this notice for information purpose only.

Contact details of concerned person for e-voting:

Jyoti Upadhyay
Company Secretary
Ph. No. 011-26441015

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- b) The company has engaged the services of M/s Skyline Financial Services Private Limited as the Authorized Agency to provide e-voting facilities.
- c) The Company has appointed Shri Ravi Sharma (FCS 4468), a Practicing Company Secretary, CP No. 3666, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- d) The login ID and password for remote e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.

The process and manner for remote e-voting are as under:

- A) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:
- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "APM Industries Limited".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are 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 to info@csrsm.com with a copy marked to evoting@nsdl.co.in.
- B) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy] :

- i. Initial password is provided as below/at the bottom of the e-voting instructions:

EVEN (Remote e-voting Number)	User ID	Password/Pin

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990.
- iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- v. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **September 17, 2016**.

- e) Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. **September 17, 2016 (Saturday)**, may obtain the User ID and password from:

*M/s Skyline Financial Services Private Limited
D-153 A, First Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020.
Telephone: 011-64732681-88,
Fax: 011-26812682
Email : admin@skylinerta.com*

- f) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.

- g) "remote e-voting" means the facility of casting vote by a member using an electronic voting system from a place other than venue of a General Meeting;

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

- h) The facility for voting through ballot paper shall also be available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

10. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.apmindustries.co.in and on the website of NSDL & CDSL i.e. www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

11. The register of members and share transfer books of the Company will remain closed from **September 17, 2016 (Saturday)** to **September 20, 2016 (Tuesday)** both days inclusive.

12. The route map showing directions to reach the venue of the 42nd AGM is annexed.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 (1) of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 5 to 8 of the accompanying Notice.

ITEM NO. 5

Shri R K Rajgarhia, aged 78 years, was appointed as the Chairman & Managing Director of the Company w.e.f. 1st June, 2013 for a period of three years which term expired on 31st May, 2016. The Board of Directors, on the recommendation made by Nomination and Remuneration Committee, appointed Shri R K Rajgarhia as Chairman of the Company for a period of Five years w.e.f 1st June, 2016, subject to the approval of shareholders:

The principal terms and conditions governing the payment of remuneration as recommended by the Nomination and Remuneration Committee of Shri R K Rajgarhia are as under:

- A. **Basic Salary:** Rs.4,00,000/- per month w.e.f. June 1, 2016 which shall be increased every year on 1st June by Rs.50,000/- in the scale of Rs.4,00,000/- – Rs.50,000/- – Rs.6,00,000/-. The first increase in the above salary will be on 01.06.2017.
- B. **Commission:** 2% on the net profit of the Company computed in the manner laid down in the Companies Act, 2013.
- C. **Perquisites & Allowances:** In addition, he shall be entitled to the following perquisites and allowances:-
 - i) House Rent Allowance @ 60% of Basic salary per month.
 - ii) Provision of furnishings and expenses pertaining to supply of Gas, Electricity, Water and other utilities including repair will be borne / reimbursed by the Company.
 - iii) Expenses pertaining to services of guard / watchmen, a gardener and a servant employed at his residence shall be borne / reimbursed by the Company.
 - iv) Medical expenses actually incurred for self, wife and dependent subject to the condition that the total cost to the company shall not exceed one month's salary per year or three month's salary in a period of 3 years.
 - v) Reimbursement of actual traveling expenses for self and family for proceeding on leave once in a year to and from any place in India or outside India.
 - vi) Reimbursement of membership fees in respect of Clubs will be subject to maximum of two Clubs.
 - vii) Personal Accident Insurance Premium subject to limit of Rs.10,000/- per annum.
 - viii) Free use of the Company's car with driver for company's work as well as for personal purposes.
 - ix) Telephone at residence at company's cost.
 - x) Gratuity @ half month's basic salary for each completed year of services.
 - xi) Leave and leave encashment as per rules of the company.
- D. **Sitting Fee etc.**

No sitting fee shall be paid to him for attending the meetings of Board of Directors or any Committees thereof. He shall be liable to retire by rotation.
- E. **Other Terms & Conditions:**
 - i. Shri R K Rajgarhia will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
 - ii. Either party giving the other party three months prior notice in writing to that effect may terminate the agreement.
 - iii. If at any time Shri R K Rajgarhia ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman.
- F. **Minimum remuneration:** Where, in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Shri R K Rajgarhia, subject to the applicable provisions of Schedule – V of the Companies Act, 2013.

"RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant statutory enactments) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, commission, perquisites, allowances etc., within such prescribed limit or ceiling and the said agreement between the company and Shri R K Rajgarhia be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval".

Justification for appointment pursuant to Section 196(3) of the Companies Act, 2013

Shri R K Rajgarhia is a B.com graduate having more than 30 years of work experience in textile industries. He is being appointed as a Director in the Board of the Company since 1994.

During the term of his office, the Company has made a steady growth and strengthened its financial position as evidenced in the financial results. Though he has attained the age more than 70 years, he is at present in very good health and, in the opinion of the Directors, he is in a position to discharge all his duties efficiently. Therefore, his appointment as Chairman will be in the interests of the company.

Except Shri R K Rajgarhia and Shri S G Rajgarhia, none of the Directors and Key Managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 5.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

The members at their 38th Annual General Meeting held on 15th September, 2012 approved the appointment of Shri H R Sharma as an Executive Director for a period of five years w.e.f 1st March, 2012, whose term expires on 28th February, 2017. On recommendation made by Nomination and Remuneration Committee the Board at its meeting held on 13th May, 2016, considered the appointment of Shri H R Sharma as Managing Director of the Company for a period of five years w.e.f 1st June, 2016, subject to the approval of shareholders. The principal terms and conditions governing the payment of remuneration as recommended by the Nomination and Remuneration Committee of Shri H R Sharma are as under:

- A. **Basic Salary:** Rs.4,00,000/- per month w.e.f. June 1, 2016 which shall be increased every year on 1st June by Rs.50,000/- in the scale of Rs.4,00,000/- – Rs.50,000/- – Rs.6,00,000/-. The first increase in the above salary will be on 01.06.2017.
- B. **Bonus/ Exgratia:** Bonus / Exgratia shall be paid, as payable to Senior Executives of the Company but not exceeding 20% of basic salary.
- C. **Perquisites & Allowances:** In addition, he shall be entitled to the following perquisites and allowances:-
 - i) Rent free furnished residential accommodation with free electricity the monetary value of which will be evaluated as per Rules 3 of the Income Tax Rules, 1962.

OR

In case own premises are occupied, then house rent allowance payable as per rules of the Company but not exceeding 60% of basic salary. The expenses on electricity will be borne by the Company.

- ii) Medical Benefits: The total cost of medical expenses / allowance to the Company shall not exceed one month salary per year or three months salary in a period of three years.
- iii) Leave and leave encashment as per rules of the Company.
- iv) Leave Travel Allowance/ Concession: For self and family once in a year shall not exceed one month salary per year.
- v) Reimbursement of membership fees in respect of Clubs will be subject to maximum of two Clubs.
- vi) The Company's contribution towards Provident Fund as per rules of the Company.

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- vii) Gratuity @ half month's basic salary for each completed year of services.
- viii) Free use of the Company's car with driver for company's work as well as for personal purposes.
- ix) Telephone at residence at company's cost.

D. Sitting Fee etc.

No sitting fee shall be paid to him for attending the meetings of Board of Directors or any Committees thereof. He shall be liable to retire by rotation.

E. Other Terms & Conditions:

- i) Shri H R Sharma will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- ii) Either party giving the other party three months prior notice in writing to that effect may terminate the agreement.
- iii) If at any time Shri H R Sharma ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director.

F. Minimum remuneration: Where, in any financial year, the company has no profits or its profits are inadequate, the foregoing amount of remuneration and benefits shall be paid to Shri H R Sharma, subject to the applicable provisions of Schedule – V of the Companies Act, 2013.

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Companies Act, 2013, or any other relevant statutory enactments) thereof in this regard, the Board of Directors be and is hereby authorized to vary or increase the remuneration including salary, perquisites, allowances etc., within such prescribed limit or ceiling and the said agreement between the company and Shri H R Sharma be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members for their approval”.

Shri H R Sharma has put in much effort to improve the business performance and devoted attention to the developmental activities of the Company and therefore his appointment has been considered necessary in the interest of the Company.

Except Shri H R Sharma, being an appointee, none of the Directors and Key Managerial personnel of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 6.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

ITEM NO. 7

The Board of Directors of the Company on the recommendation of the Audit Committee approved the re – appointment and remuneration of Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2017. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is Rs.40,000/-. The remuneration has to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution. The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

ITEM NO. 8

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rules made thereunder, the Register of Members and Index of Members required to be kept and maintained by the company under Section 88 and copies of the annual return filed by the Company under Section 92 shall be kept at the registered office of the company. Provided that such registers or copies of return may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the company and the Registrar has been given a copy of the proposed special resolution in advance.

In view of the above, it is proposed to authorize M/s Skyline Financial Services Private Limited to maintain, preserve and authenticate Register of Members and Index of Members of the Company, at its office situated at D-153 A, First Floor, Okhla Industrial Area, Phase - I, New Delhi – 110020 instead of maintaining the same at Registered Office of the Company.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice

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

By Order of the Board

Place : New Delhi
Dated : July 22, 2016

Jyoti Upadhyay
Company Secretary
(Membership No. 37410)

ANNEXURE TO ITEM No. 3, 5 & 6 OF THE NOTICE

Details of Directors seeking re-appointment/appointment at the forthcoming Annual General Meeting
(in pursuance of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

Particulars	Item No. 5	Item No. 3	Item No. 6
Name of the Director	Shri R K Rajgarhia	Shri S G Rajgarhia	Shri H R Sharma
Director Identification Number (DIN)	00141766	00002245	00178632
Date of Birth	14/08/1938	21/08/1946	03/06/1951
Age	78 Years	69 Years	65 Years
Nationality	Indian	Indian	Indian
Date of Appointment on Board	1 st August, 1994	26 th July, 2000	1 st March, 1997
Qualification	Graduate	B. Tech. (Hons.) and S.M. (MIT)	Graduate
Experience	56 Years	46 Years	43 Years
Nature of his expertise in specific functional areas	Investment decision, financing activities, strategic planning in capital budgeting and overall decisions.	Investment decision and financing activities	Strategic planning for production, sales and overall activities.
Shareholding in APM Industries Limited	17.81%	2.66%	0.004%
Directorships held in other listed companies	Perfectpac Limited	Orient Abrasives Limited	-
List of Directorships held in other Companies	Rajgarhia Leasing and Financial Services Pvt. Ltd.	1. Rajgarhia Leasing and Financial Services Pvt. Ltd. 2. Madhushree Properties (P) Ltd 3. Autometers Alliance Limited 4. Sheevam Comfort Hotels Private Limited 5. Rovo Marketing Private Limited	1. Arvind Syntex Private Limited 2. Ajay Overseas Private Limited
Memberships / Chairmanships of Committees in APM Industries Limited	Chairman of Corporate Social Responsibility Committee and Member in Nomination and Remuneration Committee	Member in Audit committee	Member in stakeholder Relationship committee, CSR committee and Risk Management committee
Memberships / Chairmanships of in other Public Companies	Nil	Nil	Nil
Relationship with other directors	Related to Shri S G Rajgarhia	Related to Shri R K Rajgarhia	N.A.

APM INDUSTRIES LIMITED

CIN No. L21015RJ1973PLC015819

DIRECTORS' REPORT TO THE MEMBERS

Your Directors are pleased to present the 42nd Annual Report together with the audited financial statements for the financial year ended March 31, 2016.

FINANCIAL RESULTS

	(Rs. In lacs)	
	2015-16	2014-15
Gross Revenue	27072	31601
Profit before depreciation and tax	3354	3171
Less: Depreciation	296	296
- Profit before income tax	3058	2875
- Less: Income Tax	1048	990
- Net profit for the year	2010	1885
Add: Balance brought forward from the previous year	4226	4041
Amount available for appropriation	6236	5926
Appropriations:		
- Total Dividend	757	583
- Corporate Dividend Tax	154	117
- General reserve	500	1000
- Balance carried forward to Balance Sheet	4825	4226
Total	6236	5926

OPERATIONS

During the year 2015-16, the production of Synthetic Blended Yarn was marginally lower i.e. 176 lac kg as compared to 184 lac kg., in 2014-15 and the gross revenue decreased by 14.34% from Rs.316 crores to Rs.271 crores in 2015-16. The gross revenue decreased due to reduction in sale volume and price of finished products. However, the profit were higher because of reduction in raw material prices.

Your company achieved a net profit Rs.20.10 crores in 2015-16, as against Rs.18.85 Crores during the previous year, which is higher by 6.63%.

The earnings per share for the year 2015-16 was Rs.9.30, as compared to the previous year's Rs.8.72.

TRANSFER TO RESERVES

An amount of Rs.5.00 crores has been transferred to General Reserve for the Financial Year 31st March, 2016.

EXPORTS

The export turnover decreased to Rs.258 lacs from Rs.477 lacs in the previous year due to Global recession.

EXPANSION AND MODERNIZATION

The company continues to modernize its plant and machinery and add balancing equipment. The production capacity increased from 50336 to 52976 Spindles during the Financial Year 2015-16.

The company has planned to replace 7632 spindles, along with other balancing machinery for modernization of plant & machinery and up-gradation of Effluent Treatment Plant to the level of Zero Liquid Discharge in the year 2016-17. This would enable the company to improve productivity as well as quality of its products and fulfill requirement under Rajasthan Pollution Control Act.

SUBSIDIARY

The Company has incorporated a wholly owned subsidiary, in the name of APM Finvest Limited for entering into non-banking finance, lending and investment business. The application for seeking Certificate of NBFC Registration from the Reserve Bank of India is under process. The Company has subscribed the 20,00,000 equity shares of Rs.10/- each of APM Finvest Limited on 17th June, 2016.

PROSPECTS

The company's performance in the current year is expected to be satisfactory.

PUBLIC DEPOSIT

Our company has not accepted any public deposits during the Financial Year and as such, no amount of principal or interest was outstanding as on March 31, 2016.

DIVIDEND

Your Directors in their meetings held on November 6, 2015 and March 11, 2016 had paid interim dividends @ 75% i.e. Re.1.50 per equity share and @ 100% i.e. Rs.2.00 per equity share respectively. The total dividend for financial year 2015-16 is 175% i.e. Rs.3.50 per equity share.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3) (c) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards had been followed and there are no material departures from the same;
- 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 as at March 31, 2016 and of the profit and loss of the company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROLS

Your Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable Financial and Operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, executing transactions with proper authorization and ensuring compliance of internal policies.

The Company uses ERP (Enterprise Resource Planning) system to record data for accounting and to connect to different locations for efficient exchange of information. The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- In accordance with the provisions of the Act and the Article of association of the Company, Smt Uma Hada was appointed as an Additional Director of the Company w.e.f. 8th April, 2015 in order to comply with the requirement of having a woman director in the Board. She holds office as a Director up to the date of the 41st Annual General Meeting of the Company and her appointment as Non Executive Independent Director has also been approved by the members in the 41st Annual General Meeting.
- During the year, Shri R L Toshniwal, has resigned from the Directorship of the Company w.e.f. 5th August, 2015. Your Directors place on record their sincere appreciation for the services rendered by him, during his tenure on the Board.
- The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed both under the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- As per the provisions of Companies Act, 2013, Shri S G Rajgarhia retires by rotation at the ensuing Annual General Meeting and being eligible seeks re-appointment. The Board recommends his re-appointment.
- During the year, w.e.f. 20th May, 2015, Shri F.C. Goel, Company Secretary of the Company resigned from the services of the

Company. Consequent to the resignation of Shri F.C. Goel, the Board appointed Miss Jyoti Upadhyay as the Company Secretary of the Company w.e.f 20th May, 2015.

- vi. Pursuant to the provisions of the Companies Act, 2013 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has carried out evaluation of every Director's performance. The Independent Directors, in a separate meeting, has also carried out the performance evaluation of the Non-Independent Directors and the Board as a whole and of the Chairman of the company and has reviewed the performance of the Secretarial Department. The performance evaluation of all the Independent Directors has been done by the entire Board, excluding the Director being evaluated. The Directors expressed their satisfaction with the evaluation process.

AUDITORS

STATUTORY AUDITORS

At the Annual General meeting held on 25th September, 2014, M/s Chaturvedi & Co., Chartered Accountant, were appointed as Statutory Auditors of the Company to hold the office till the conclusion of the 43rd Annual General Meeting, subject to annual ratification by the members at the Annual General Meeting in accordance with the provisions of Section 139 of the Companies Act, 2013 and rules there under. Accordingly, the appointment of M/s Chaturvedi & Co., Chartered Accountant as statutory auditors of the Company is placed for ratification by the shareholders. In this regard the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Shri Pradip Kumar Muduli, Practising Company Secretary, to undertake the Secretarial Audit of the Company for the financial year ended 31.03.2016. The Report of the Secretarial Audit Report is annexed herewith as **ANNEXURE - I** to this Report.

COST AUDITOR

Pursuant to provisions of Section 148 of the Companies Act, 2013, the Board of Directors has re-appointed Shri N K Goel, Cost Accountant, Delhi as Cost Auditor of the Company, for the financial year 2016-17.

INTERNAL AUDITOR

Pursuant to provisions of Section 138 of the Companies Act, 2013, the Board of Directors has re-appointed M/s VCG & Co., Chartered Accountant, Delhi as Internal Auditors of the Company, for the financial year 2016-17.

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. The Auditor's Report does not contain any qualification, reservation or adverse remark.

BOARD MEETINGS

The Board of Directors duly met 6 (Six) times in respect of which proper notices were given and the proceedings were properly recorded and signed. The Board has complete access to all information with the Company. All Board meetings are governed by a structured agenda which is backed by comprehensive background information.

COMMITTEES OF THE BOARD

Currently the Board has five committees, they are:

- AUDIT COMMITTEE

The Audit Committee meets at due intervals to conduct the required business. The Committee comprises of Independent Directors, namely, Shri K R Gupta (Chairman), Shri R R Bagri, Shri S G Rajgarhia and Smt Uma Hada, as other members. 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.

- CSR COMMITTEE

The Corporate Social Responsibility Committee comprises of three members. Shri R K Rajgarhia is the Chairman and the other members of the Committee are Shri R R Bagri and Shri H R Sharma. The Annual Report on CSR activities is annexed herewith marked as **ANNEXURE - II** to this Report.

- NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of three members. Shri K R Gupta is the Chairman and the other members of the Committee are Shri R K Rajgarhia and Shri R R Bagri. The policies of the Company are attached herewith marked as **ANNEXURE - III** to this Report.

- STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee comprises of three members. Shri K R Gupta is the Chairman and the other members of the Committee are Shri R R Bagri and Shri H R Sharma. The Committee looks into the mechanism of redressal of grievances of shareholders.

- RISK MANAGEMENT COMMITTEE

The Risk Management Committee comprises of three members. Shri R R Bagri is the Chairman and the other members of the Committee are Shri H R Sharma and Shri C S Vijay. The Committee is analyzing and managing the opportunity and threats faced by the company.

COMPANY POLICIES

i) CORPORATE SOCIAL RESPONSIBILITY

The Policy on Corporate Social Responsibility may be accessed on the Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-CSR.pdf>.

ii) RISK MANAGEMENT POLICY

Risk Management is continuous process of analyzing and managing the opportunities and threats faced by the Company in its efforts to achieve its goals and to ensure the continuity of the business. The Risk Management Policy may be accessed on the Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-RM.pdf>.

iii) VIGIL MECHANISM

The Company has a Whistle Blower Policy to deal with instances of unethical behavior, actual or suspected fraud or violation of the company's code of conduct. The Policy on Vigil Mechanism / Whistle Blower may be accessed on the Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-WB.pdf>.

iv) RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. All related party transactions during the year 2015-16 are disclosed in Form No. AOC - 2 in **ANNEXURE - IV**. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-PT.pdf>.

v) PREVENTION OF SEXUAL HARASSMENT

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

The policy may be accessed on the Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-PSH.pdf>. Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual

APM INDUSTRIES LIMITED

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Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

vi) **NOMINATION AND REMUNERATION POLICY**

The Board has, on the recommendation of Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The policy may be accessed on the Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-NR.pdf>.

vii) **POLICY FOR DETERMINING MATERIALITY FOR DISCLOSURES**

This policy applies to disclosure of events affecting APM Industries limited. The policy may be accessed on the Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-DME.pdf>.

viii) **DOCUMENTS RETENTION AND ARCHIVAL POLICY**

This policy deals with retention and archival of corporate records of APM Industries Limited. The policy may be accessed on the Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-POD.pdf>.

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

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

The prescribed details as required under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are annexed as **ANNEXURE - V** to this Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Particulars of remuneration paid to the employees as required to be disclosed under section 197(12) of the Act read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, are set out in **ANNEXURE - VI** attached hereto and form part of this Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **ANNEXURE - VII**.

CORPORATE GOVERNANCE

The Company has implemented Corporate Governance practices. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the Report on Corporate Governance as **ANNEXURE - VIII** to this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year 2015-16 under review, as stipulated under Regulation 34(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, is presented in a separate section forming part of the Annual Report.

CREDIT RATING

The Company's credit rating impute by rating agency as given below:

Facilities	Rating ¹
Long Term Bank Facilities	CARE BBB+ [Triple B Plus]
Short Term Bank Facilities	CARE A2 [A TWO]

STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

GENERAL

No significant or material orders were passed by the regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

APPRECIATION

The Directors acknowledge that the performance of the Company during the year 2015-16 could be made possible only with the collective contribution and excellent performance of the Associates both in terms of operational parameters and also at the market place. The Directors express their appreciation for the support received from Associates of the Company, Shareholders, Vendors, Customers and other Stakeholders.

For and on behalf of the Board

S G RAJGARHIA **HARI RAM SHARMA**

Director **Managing Director**

Palce : New Delhi

Dated : July 22, 2016

DIN : 00002245

DIN : 00178632

ANNEXURE – I TO DIRECTORS' REPORT

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

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

To,

The Members,

APM Industries Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by APM Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the APM Industries Limited'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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 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 reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **APM Industries Limited** ("the Company") for the financial year ended on 31st March 2016 according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder and the applicable provisions of the Companies Act, 1956;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (There is no Foreign Direct Investment, Overseas Direct Investment or External Commercial Borrowings during the audit period);
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;