

44th
A**NNUAL**
REPORT
2017-2018

APM INDUSTRIES LIMITED

APM INDUSTRIES LIMITED

CIN No. L21015RJ1973PLC015819

CIN NO.
L21015RJ1973PLC015819**BOARD OF DIRECTORS**RAJENDRA KUMAR RAJGARHIA
Chairman

KHUSHI RAM GUPTA

S G RAJGARHIA

RAM RATAN BAGRI

UMA HADA

HARI RAM SHARMA
Managing Director**AUDITORS**
Chaturvedi & Partners**BANKERS**
Punjab National Bank
State Bank of India
IDBI Bank
HDFC Bank**CORPORATE OFFICE**
910, Chiranjiv Tower,
43, Nehru Place
New Delhi - 110019
Tel : 011 – 26441015 – 17
Fax : 011 – 26441018
E-mail : delhi@apmindustries.co.in**REGISTERED OFFICE & WORKS**
SP-147, RIICO Industrial Area
Bhiwadi, Dist. Alwar
(Rajasthan) - 301019
Tel. : 01493 – 662400
Fax : 01493 – 662413
Email : bhiwadi@apmindustries.co.in**COMPANY SECRETARY**
JYOTI UPADHYAY**WEBSITE**
www.apmindustries.co.in**CONTENTS**

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 44th Annual General Meeting (AGM) of the Members of **APM Industries Limited** will be held on **Saturday** the **22nd** day of **September, 2018** at **11.30 A.M.**, at its Registered Office at **SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019** to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
 - the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.
- To declare final dividend of @ Re.1.00 per equity share (i.e. 50 %) on face value of Re.2.00 per share for the Financial Year 2017-2018.
- To appoint a Director in place of Shri Hari Ram Sharma (DIN: 00178632), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. REVISION IN TERMS OF REMUNERATION OF SHRI RAJENDRA KUMAR RAJGARHIA (DIN: 00141766), CHAIRMAN OF THE COMPANY

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

“RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 42nd Annual General Meeting held on September 24, 2016 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent and ratification of the members be and is hereby accorded that **Shri Rajendra Kumar Rajgarhia (DIN: 00141766)** Chairman of the Company be paid remuneration by way of Salary, Perquisites and Allowances as approved by the Members at annual general meeting held on September 24, 2016 as minimum remuneration with effect from June 1, 2018 for the remaining period of his tenure ending on May 31, 2021, in case where in any financial year, during the currency of the tenure of **Shri Rajendra Kumar Rajgarhia** as Chairman, the Company has no profits or its profits are inadequate, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time and subject to necessary approval, if any.

RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other terms and conditions of his appointment as Chairman of the Company, as approved by the resolution passed at the 42nd Annual General Meeting of the Company held on September 24, 2016 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) 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.”

5. REVISION IN TERMS OF REMUNERATION OF SHRI HARI RAM SHARMA (DIN: 00178632), MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 42nd Annual General Meeting held on September 24, 2016 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent and ratification of the members be and is hereby accorded that **Shri Hari Ram Sharma (DIN: 00178632)** Managing Director of the Company be paid remuneration by way of Salary, Perquisites and Allowances as approved by the Members at annual general meeting held on September 24, 2016 as minimum remuneration with effect from June 1, 2018 for the remaining period of his tenure ending on May 31, 2021, in case where in any financial year, during the currency of the tenure of **Shri Hari Ram Sharma** as Managing Director, the Company has no profits or its profits are inadequate, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time and subject to necessary approval, if any.

RESOLVED FURTHER THAT except for the aforesaid revision in terms of remuneration, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the 42nd Annual General Meeting of the Company held on September 24, 2016 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) 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.”

6. RATIFICATION OF COST AUDITORS' REMUNERATION FOR THE FINANCIAL YEAR 2018-19

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

“RESOLVED THAT, subject to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any amendment therein) the reappointment of Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876), as Cost Auditor to audit the cost records maintained by the Company for the Financial Year 2018-19 on a remuneration of Rs 50,000 (Rs Fifty Thousand only) (apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit) be and is hereby ratified by the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) 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)-301019
Tel: (01493)- 662400,
Fax: (01493)-662413
e-mail: bhiwadi@apmindustries.co.in
website: www.apmindustries.co.in

Place: New Delhi
Dated: August 6, 2018

By Order of the Board

Jyoti Upadhyay
Company Secretary
(Membership No. 37410)

NOTES

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of Special Business under Item No. 4 to 6 is annexed hereto.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 3 and fixation of remuneration of Directors under Item No. 4 and 5 of the accompanying Notice, as required by Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India on General Meetings is annexed herewith.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the company at its registered office or Corporate Office 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. The proxy form for the AGM is enclosed herewith.
4. 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.
5. As per the provisions of the Companies Act, 2013, facility for making nomination is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Registrar and Share Transfer Agent (RTA) / Depository Participant (DP).
6. In terms of SEBI circular dated April 20, 2018, a copy of the PAN card and original cancelled cheque leaf/ attested bank passbook showing name of the account holder and bank account details is required to be submitted to the RTA / Company.
7. 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.
8. 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 to the Registrar / Company.
9. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. SEBI has mandated that requests for affecting the transfer of securities can be processed only if the securities are held in the dematerialized form with a Depository. For further information, please contact us at delhi@apmindustries.co.in or contact the Skyline Financial Services Private Limited (RTA).
10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Company or Skyline Financial Services Private Limited (RTA) for doing the needful.
11. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose email 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.
Members are requested to support this Green Initiative by registering / updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar (in case of shares held in physical form).
12. The Register of Directors and Key Managerial Personnel and their shareholdings, register of proxies, register of contacts or arrangements in which Directors are interested, will be available for inspection at the Meeting.
13. The final dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after September 26, 2018 (Wednesday) to those shareholders whose name appear on the register of members as on September 14, 2018 (Friday).
14. In order to enable the Company to directly credit the dividend amount in the bank accounts:
 - a) Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.
 - b) Shareholders holding shares in physical form are requested to provide the following details along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts:
 - * Name of first account holder (as appearing in the bank account records),
 - * Bank name,
 - * Branch name,
 - * Branch address,
 - * Account type and account number,
 - * IFSC code and MICR code and
 - * A copy of cancelled cheque
15. As per Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules (IEPFA Rules) as amended from time to time, all the shares in respect of which dividend has remained unpaid / unclaimed for seven consecutive years or more are required to be transferred to an Demat Account opened pursuant to IEPFA Rules. Unclaimed / Unpaid Dividend for Financial Year 2010-2011, will fall due for transfer to said IEPF on September 14, 2018. The Company has sent out individual communication to the concerned Members whose dividend is liable to be transferred to IEPF on September 14, 2018, to take immediate action in the matter. Those members who have so far not encashed their dividend warrants from the Financial Year 2010-2011 and onwards, are requested to forward their claims to the Company's Registrar and Share Transfer Agent, at the earliest. In case the dividends are not claimed, necessary steps will be initiated by the Company to transfer shares held by the members to such Demat Account without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to such Demat Account. Upon transfer, the Shareholders will be able to claim these equity shares pursuant to IEPFA Rules by making an online application in Form IEPF-5, the details of which are available at www.iepf.gov.in. The Company has also uploaded the details of shareholders and shares due for transfer to IEPF Authority on its website at www.apmindustries.co.in.
16. **Voting through electronic means-**
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 (remote 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.
"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'.
"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.
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 19, 2018 (Wednesday)
End of remote e-voting	: Upto 5.00 P.M. on September 21, 2018 (Friday)

Remote e-voting shall not be allowed beyond 5.00 P.M., on September 21, 2018 (Friday). During the remote 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 remote e-voting is **September 15, 2018 (Saturday)**. A person who is not a member as on cut-off date should treat this notice for information purpose only. 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 15, 2018 (Saturday)**. 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. In case of joint holders attending the AGM, the member whose name appears as the first holder in the order of names as per the Register of members of the Company will be entitled to vote.

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.

Contact details of concerned person for remote e-voting:

Jyoti Upadhyay
Company Secretary
Ph. No. 011-26441015

17. 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 procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL on your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details / Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail info@csrsm.com to with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
18. 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 15, 2018 (Saturday), may obtain the User ID and password from:-

M/s Skyline Financial Services Private Limited (RTA)
D-153 A, First Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Telephone: 011-40450193-97
Fax: 011-26812682
Email: admin@skylinerta.com

19. 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 authorized by him in writing who shall countersign the same. 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 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. The result shall also be displayed at the notice board at the Registered Office of Company.
20. The register of members and share transfer books of the Company will remain closed from **September 15, 2018 (Saturday) to September 22, 2018 (Saturday)** both days inclusive for payment of Dividend and AGM.
21. The route map showing directions to reach the venue of the 44th AGM is annexed.

ANNEXURE TO ITEM No. 3, 4 AND 5 OF THE NOTICE

Details of Directors seeking re-appointment and / or fixation of remuneration of Directors at the forthcoming Annual General Meeting [in pursuance of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 & Secretarial Standard 2 issued by Institute of Company Secretaries of India]

Particulars	Item No. 4	Item No. 3 & 5
Name of the Director	Shri Rajendra Kumar Rajgarhia	Shri Hari Ram Sharma
Director Identification Number (DIN)	00141766	00178632
Date of Birth	August 14, 1938	June 3, 1951
Age	80 Years	67 Years
Nationality	Indian	Indian
Date of Appointment on Board	August 1, 1994	March 1, 1997
Qualification	Graduate	Graduate
Experience	57 Years	45 Years
Nature of his expertise in specific functional areas	Investment decision, financing activities, strategic planning in capital budgeting and overall decision of the Company.	Strategic planning for production, sales and overall activities of the Company
Shareholding in APM Industries Limited	17.81%	0.004%
Directorships held in other listed companies	Perfectpac Limited	-
List of Directorships held in other Companies	1. Rajgarhia Leasing and Financial Services Pvt. Ltd.	1. Arvind Syntex Private Limited 2. Ajay Overseas Private Limited
Memberships / Chairmanships of Committees in APM Industries Limited	1. Chairman of Corporate Social Responsibility Committee, and 2. Member in Nomination and Remuneration Committee	1. Member in stakeholder Relationship committee 2. Member in Corporate Social Responsibility committee and 3. Member in Risk Management committee
Memberships / Chairmanships of in other Public Companies	1. Member in Nomination and Remuneration Committee of Perfectpac Limited	Nil
Relationship with other directors	Related to Shri S G Rajgarhia, Non Executive Director of the Company as brother	Not related to any other Director of the Company
Number of Board meeting attended during the year	Refer to corporate Governance Report	Refer to corporate Governance Report
Remuneration last drawn	Refer to corporate Governance Report	Refer to corporate Governance Report

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 No. 4 to 6 of the accompanying Notice.

ITEM NO. 4 & 5 - REVISION IN TERMS OF REMUNERATION OF SHRI RAJENDRA KUMAR RAJGARHIA (DIN: 00141766), CHAIRMAN AND SHRI HARI RAM SHARMA (DIN: 00178632), MANAGING DIRECTOR OF THE COMPANY

Shri Rajendra Kumar Rajgarhia aged 80 years was appointed as Whole Time Director designated as Chairman and Shri Hari Ram Sharma aged 67 years was appointed 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 approved in the 42nd Annual General Meeting of the Company held on September 24, 2016. They are also entitled to perquisites and allowances including Contribution to Provident Fund, Gratuity provided that the aggregate of the remuneration shall be within the maximum limits as laid down under Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act as amended from time to time.

Minimum Remuneration: In terms of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013, where in any financial year, during the currency of the tenure of managerial personnel, the Company has no profits or its profits are inadequate, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) An ordinary / special resolution as the case may be, has been passed for payment of remuneration as per limit laid down in item (A) of Section II of Part II of Schedule V of the Companies Act, 2013 for a period not exceeding three years.

The Board of Directors and Nomination and remuneration committee at their meeting held on August 6, 2018, have already approved the revision in terms of remuneration payable to Shri Rajendra Kumar Rajgarhia and Shri Hari Ram Sharma for a period of three years i.e. June 1, 2018 to May 31, 2021. The Company has no inadequate profits in the previous year 2017-18 and for the quarter ended June 30, 2018 in current financial year 2018-19. However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration and in case where in any financial year, during the currency of the tenure of **Shri Rajendra Kumar Rajgarhia** as Chairman and **Shri Hari Ram Sharma** as Managing Director, the Company has no profits or its profits are inadequate, the remuneration paid will be subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

Except for the aforesaid revision in terms of salary, all other terms and conditions of their appointment in the Company as approved by the members of the Company shall remain unchanged.

APM INDUSTRIES LIMITED
CIN No. L21015RJ1973PLC015819

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

I. GENERAL INFORMATION

GENERAL INFORMATION			
S.No.	Particulars / Subject	Information (Shri Rajendra Kumar Rajgarhia, Chairman & Shri Hari Ram Sharma, Managing Director)	
1.	Nature of Industry	Textile and Finance & Investment	
2.	Date or Expected date of commencement of commercial production.	In the year 1980	
3.	In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects.	Not applicable	
4.	Financial performance based on given indicators	(Rs in Lakhs)	
		Particulars	2017-18
			(as per Audited Financials)
		Total revenue from operations	28,464
		Total Expenses	26,662
		Profit before tax	1,802
		Tax expenses including deferred tax	548
		Profit after tax	1,254
5.	Foreign Investments or collaborations, if any.	The Company has not made any foreign investments and neither entered into any foreign collaborations, except the shareholding by Non-Resident Indians in the Company.	

II. INFORMATION ABOUT THE APPOINTEE

S.No.	Particulars / Subject	Shri Rajendra Kumar Rajgarhia	Shri Hari Ram Sharma
1.	Background detail	Shri Rajendra Kumar Rajgarhia is a B.Com graduate having more than 50 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.	Shri Hari Ram Sharma is a graduate having more than 40 years of experience in textile industries. He is associated with the Company since 1976. He is being appointed as a Director in the Board of the Company in the year 1997. Shri Hari Ram Sharma has put in much effort to improve the business performance and devoted attention to the developmental activities of the Company.
2.	Past Remunerations	Shri Rajendra Kumar Rajgarhia was paid Rs.91.72 Lakh as annual remuneration for the financial year 2017-18.	Shri Hari Ram Sharma was paid Rs.92.47 Lakh as annual remuneration for the financial year 2017-18.
3.	Recognition or awards	Under the guidance and technical expertise of Shri Rajendra Kumar Rajgarhia and Shri Hari Ram Sharma, the Company has been recognized with the following awards: The appreciation of the achievements in National Energy Conservation in the Textile Sector for the year 2013, the Govt. of India, Ministry of Power awarded the FIRST PRIZE under National Energy Conservation Award. In appreciation of the achievements in energy conservation in the Textile Sector for the year 2009-10 Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the Company. In appreciation of the achievements in Energy conservation in the Textile Sector for the year 2008-09, Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the company.	
4.	Job Profile and his suitability	Shri Rajendra Kumar Rajgarhia devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company. Shri Rajendra Kumar Rajgarhia has over 3 decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance.	Shri Hari Ram Sharma plays an important role in successful management of Company's operational, production and technical affairs. Shri Hari Ram Sharma is guiding force behind the success of the Company.
5.	Remunerations proposed	Details of proposed remuneration as stated above is the same as approved earlier by the Members at 42nd Annual General Meeting held on September 24, 2016.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	The Company has no inadequate profits in the previous year 2017-18 and for the quarter ended June 30, 2018 in current financial year 2018-19. However, out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.	
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Shri Rajendra Kumar Rajgarhia is the Promoter / Director of the Company. The pecuniary relationship of Shri Rajendra Kumar Rajgarhia with the Company or with any managerial personnel is detailed in the Note no. 49.1 of Notes to Accounts.	The pecuniary relationship of Shri Hari Ram Sharma with the Company or with any managerial personnel is detailed in the Note no. 49.1 of Notes to Accounts.

III. OTHER INFORMATION

S.No.	Particulars / Subject	Information Shri Rajendra Kumar Rajgarhia, Chairman & Shri Hari Ram Sharma, Managing Director
1	Reasons for loss or inadequate profits	The company has earned profits however, the Company proposes to obtain approval of Members as an abundant caution in case where in any financial year, during the currency of the tenure of Shri Rajendra Kumar Rajgarhia as Chairman and Shri Hari Ram Sharma as Managing Director, the Company has no profits or its profits are inadequate, then the remuneration being paid will subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.
2.	Steps taken or proposed to be taken for improvement.	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
3.	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. DISCLOSURES:

The information, as required, is provided under Corporate Governance Section of the Annual Report 2018. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.

Shri Rajendra Kumar Rajgarhia and Shri S G Rajgarhia and their relatives are interested in the resolution set out at Item No. 4 of the Notice.

Similarly, Shri Hari Ram Sharma is interested in the resolution set out at Item No. 5 of the Notice with regard to his remuneration proposed. The relatives of Shri Hari Ram Sharma may be deemed to be interested in the respective resolutions to the extent of his shareholding interest, if any, and remuneration proposed to him.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the Special Resolution set out at Item No. 4 and 5 of the Notice for approval by the members.

ITEM NO. 6 - RATIFICATION OF COST AUDITORS' REMUNERATION FOR THE FINANCIAL YEAR 2018-19

In accordance with the provisions of Section 148(2) and 148(3) read with The Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for audit of cost record of the Company. Based on the recommendation of the Audit Committee, the Board of Directors has approved the re-appointment of Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876), as the Cost Auditor for the Financial Year 2018 - 2019 on a remuneration of Rs 50,000 (Rs Fifty Thousand only) (apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit) subject to ratification of remuneration by the Members. Section 148(3) read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 prescribes that the remuneration of the Cost Auditor shall be ratified by the members of the Company.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolution. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Registered Office:

SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
(Rajasthan)-301019
Tel: (01493)- 662400,
Fax: (01493)-662413
e-mail: bhiwadi@apmindustries.co.in
website: www.apmindustries.co.in

Place: New Delhi
Dated: August 6, 2018

By Order of the Board

Jyoti Upadhyay
Company Secretary
(Membership No. 37410)

APM INDUSTRIES LIMITED

CIN No. L21015RJ1973PLC015819

BOARDS' REPORT TO THE MEMBERS

Your Directors hereby present the 44th Annual Report of the Company, together with the Audited standalone and consolidated financial statements for the financial year ended March 31, 2018.

FINANCIAL SUMMARY

The statements of accounts have been prepared in accordance with Indian Accounting Standards (IND AS) which have been made applicable to the Company w.e.f April 1, 2017 as per rules laid down in this regard. Accordingly, accounts of the Company have been restated w.e.f April 1, 2016 (being comparative year for the current financial year) as per the IND AS requirements.

The highlights of the "Standalone Financial Results" are as under:

Particulars	(Rs in Lakhs)	
	2017-18	2016-17
Total Revenue	28,464	25,837
Total Expenses	26,662	23,519
Profit before tax	1,802	2,318
Less: Tax (including deferred tax)	548	715
Profit for the period	1,254	1,603
Other Comprehensive income	(1)	(4)
Total comprehensive profit for the year	1,253	1,599
Retained earnings:-		
Balance brought forward	10,273	9,063
Total Comprehensive income for the year	1,254	1,603
Equity Dividend	(108)	(324)
Tax on equity dividend	(22)	(69)
Balance carried forward	11,397	10,273

The highlights of the "Consolidated Financial Results" are as under:

Particulars	(Rs in Lakhs)	
	2017-18	2016-17
Total Revenue	28,495	25,847
Total Expenses	26,664	23,527
Profit before tax	1,831	2,320
Less: Tax (including deferred tax)	555	716
Profit for the period	1,276	1,604
Other Comprehensive income	(1)	(4)
Total comprehensive profit for the year	1,275	1,600
Retained earnings:-		
Balance brought forward	10,274	9,063
Total Comprehensive income for the year	1,275	1,604
Equity Dividend	(108)	(324)
Tax on equity dividend	(22)	(69)
Balance carried forward	11,419	10,274

Note: Pursuant to Companies (Indian Accounting Standards) (Amendment) Rules, 2016 (hereinafter 'Rules'), as notified by Ministry of Corporate Affairs on March 30, 2016, the management has restated the relevant data of wholly owned subsidiary, APM Finvest Limited in accordance with Ind AS for the purpose of preparation of consolidated financial statement, as Ind AS is not applicable to Non-Banking Financial Company (NBFC) Subsidiary for Financial Year 2017-18.

STATE OF COMPANY AFFAIRS / OPERATIONS

Our Company operates in two business segment - yarn and finance & investment. Segment wise operations of the company given below.

Yarn: The Profit before Tax and Profit after Tax for the year under review amounted to Rs. 1209.00 Lakhs and Rs 720.00 Lakhs respectively as compared to Rs 1570.00 Lakhs and Rs 879.00 Lakhs, in the previous financial year.

Finance and Investment: - The Profit before Tax and Profit after Tax for the year under review amounted to Rs. 593.00 Lakhs and Rs 533.00 Lakhs respectively as compared to Rs 748.00 Lakhs and Rs 720.00 Lakhs, in the previous financial year.

The performance of each business segment of the Company has been comprehensively discussed in the 'Management Discussion and Analysis Report' forming part of this Annual Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of your Company during the year under review.

TRANSFER TO RESERVES

The Company has not transferred any amount to the reserves during the current financial year.

EXPORTS

The export turnover decreased to Rs.76.00 lakhs from Rs.202.00 lakhs in the previous year.

EXPANSION AND MODERNIZATION

The company continues to modernize its plant and machinery and add balancing equipment. The production capacity remains 55584 spindles during the Financial Year 2017-18.

During the year under review, your company invested Rs.20.00 crores on addition of balancing equipments and modernization & up-gradations of its plant & machinery.

The company has also added Sewing Thread dyeing & cone/tube winding machines having capacity of 350 MT per year. The addition of valued added new product enables company to further strengthen its presence in the market.

SUBSIDIARY

The Company has one wholly owned subsidiary namely "APM Finvest Limited" registered with Reserve Bank of India as Non-Banking Financial Company. The Company has complied with the corporate governance requirements with respect to Subsidiary as specified in Regulation 24 and other provisions of the Listing Regulations and the Companies Act, 2013 (the "Act"). In compliance with Section 129(3) of the Act, the Company has prepared the consolidated financial statements of the Company which forms part of this Annual Report. Further, a statement containing salient features of the financial statement of Subsidiary in the prescribed format AOC-1 is annexed as **ANNEXURE - I** to this Report. Pursuant to the provisions of Section 136 of the Act, the standalone financial statements of the Company, the consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiary, are available at Investor section of the website of the Company at www.apmindustries.co.in.

In accordance with LODR Regulations, the Company's policy on materiality of Subsidiaries specifying the criteria for determining the Material Subsidiaries is available on Company's website at the link <http://apmindustries.co.in/Annual%20Reports/Policy-DMS.pdf>. As per the criteria in LODR Regulations, the Company has no Material Subsidiary as of today. There has been no change in the nature of business of subsidiaries during the year under review.

SCHEME OF ARRANGEMENT AMONG APM INDUSTRIES LIMITED ("AIL") AND APM FINVEST LIMITED ("AFL")

During the year 2017-18, the Board of Directors of the Company has approved the demerger of Finance & Investment Undertaking (termed as "Demerged Undertaking") of APM Industries Limited (termed as "Demerged Company") and subsequent amalgamation with its wholly owned subsidiary, APM Finvest Limited (termed as "Resulting Company") pursuant to a Scheme of Arrangement ("Scheme") under Sections 230-232 and other applicable provisions of the Act. To maintain economical interest of shareholders of AIL, the management has proposed to issue 1 (One) Equity Share of face value of Rs. 2 (Rupees Two) each at par in Resulting Company for every 1 (One) Equity Share of face value of Rs.2 (Rupees Two) each held by shareholders in Demerged Company as a consideration for the demerger which was assessed by M/s Bansal Abhinav & Co. Chartered Accountants (appointed as Independent Valuer by the Company and AFL) in their Share Entitlement Ratio Report. The entire paid up capital of AFL is held by AIL. Pursuant to the approval of scheme by NCLT, Jaipur Bench the shares held by AIL in AFL shall be cancelled as integral part of the scheme.

The Company has received the Observation Letter from BSE Limited containing no adverse observation regarding draft scheme of arrangement, which is posted on the Company's website at the given link <http://apmindustries.co.in/scheme-of-arrangement/>.

PUBLIC DEPOSIT

Your 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, 2018.

DIVIDEND

Your Directors recommend a final dividend of Rs 1/- per equity share on face value of Rs 2/- each (50%) for the financial year 2017 - 18 (Previous year 100%), subject to approval of the members.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3) (c) and 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (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 i.e. March 31, 2018 and of the profit and loss 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 this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) 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
- (f) 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

The Company has adequate internal control systems in place, and also has reasonable assurance on authorizing, recording and reporting transactions of its operations. The Company has a well-placed, proper and adequate internal controls environment, commensurate with its size, scale and complexities of its operations. The Company had already developed and implemented a framework for ensuring internal controls over financial reporting. Internal control systems are an integral part of your Company's Corporate Governance structure. These have been designed to provide reasonable assurance with regard to inter-alia a. recording and providing reliable financial and operational information; b. complying with the applicable statutes; c. safeguarding assets from unauthorized use; d. executing transactions with proper authorization, and ensuring compliance with corporate policies e. Prevention and detection of Frauds / errors; f. Continuous updating of IT systems. The Company's management has assessed the effectiveness of the Company's internal control over financial reporting as of March 31, 2018. Your Company has appointed M/s TN Chaturvedi & Co., Chartered Accountants; New Delhi to assess the effectiveness of internal financial controls of the Company. The Company's internal financial controls were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

- i. **Declaration by Independent Directors:** - 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.

- ii. **Retirement by Rotation:** - In accordance with the provisions of the Companies Act, 2013 and applicable Regulations issued by the Securities & Exchange Board of India, Shri Hari Ram Sharma (DIN: 00178632), Managing Director of the Company will retire by rotation at the forthcoming Annual General Meeting ('AGM') and being eligible, offers himself for re-appointment. The Board recommends his re-appointment. The brief resume and others details as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 are provided in the Notice of Annual General Meeting of the Company.

- iii. **Revision in remuneration:** - The Board of Directors in its Meeting held on August 6, 2018, on the recommendation of Nomination and Remuneration Committee at its Meeting held on the same day, approved revision in terms of remuneration of Shri Rajendra Kumar Rajgarhia, Chairman and Shri Hari Ram Sharma, Managing Director of the Company for a period of three years i.e., from June 1, 2018 to May 31, 2021. Revision in terms of remuneration of Shri Rajendra Kumar Rajgarhia, Chairman and Shri Hari Ram Sharma, Managing Director of the Company, as per the details provided in the Notice convening the Annual General Meeting, is recommended for the approval of members.

- iv. **Board/Directors' Evaluation:** - The Board has carried out an annual performance evaluation of its own performance, its committees and individual Directors pursuant to the provisions of the Act, SEBI Listing Regulations and the Guidance Note on Board evaluation issued by the Securities and exchange Board of India on January 5, 2017. The annual performance evaluation of all the Independent Directors has been done by the entire Board, excluding the Director being evaluated. 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 Directors expressed their satisfaction with the evaluation process. The performance evaluation criteria for independent directors are disclosed in the section on the corporate governance of the annual report.

AUDITORS

STATUTORY AUDITORS

At the 43rd Annual General Meeting of the Company held on September 25, 2017, pursuant to the provisions of the Act and the Rules made there under, M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), were appointed as Statutory Auditors of the Company from the conclusion of the 43rd AGM until the conclusion of the 48th Annual General Meeting of the Company, at such remuneration and terms and conditions as may be decided by the Board of Directors of the Company, subject to ratification of their appointment at every AGM, if so required under the Act. M/s. Chaturvedi & Partners, Chartered Accountants have submitted a certificate confirming that their appointment is in accordance with Section 139 read with Section 141 of the Act. The Audit Report of M/s. Chaturvedi & Partners, Chartered Accountants on the Financial Statements of the Company for the Financial Year 2017-18 is a part of the Annual Report. The Auditor's Report does not contain any qualification, reservation or adverse remark.

**Ministry of Corporate Affairs (MCA) vide its notification dated May 7, 2018, omitted the requirement of ratification of Auditor's appointment by members at every Annual general Meeting.*

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 M/s RSM & Co., Company Secretaries, New Delhi to undertake the