

45th
A**NNUAL**
REPORT
2018-2019

APM INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Rajendra Kumar Rajgarhia
Chairman

Shri Hari Ram Sharma
Managing Director

Shri S G Rajgarhia
Non-Executive Director

Shri Khushi Ram Gupta
Independent Director

Shri Ram Ratan Bagri
Independent Director

Smt. Uma Hada
Independent Director

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Ms. Neha Jain

REGISTERED OFFICE & WORKS

SP-147, RIICO Industrial Area, Bhiwadi,
Dist. Alwar (Rajasthan)-301019
Tel: 01493-265400
Fax: 01493-265413
Email: bhiwadi@apmindustries.co.in

CORPORATE OFFICE

910, Chiranjiv Tower,
43, Nehru Place, New Delhi-110019
Tel: 011-26441015-17
Email: csapmindustriesltd@gmail.com
delhi@apmindustries.co.in

STATUTORY AUDITORS

Chaturvedi & Partners
Chartered Accountants,
410, Shakuntla Building,
59, Nehru Place, New Delhi-110019

INTERNAL AUDITORS

M M Sharma & Co.
Chartered Accountants,
1502, Chiranjiv Tower,
43, Nehru Place, New Delhi-110019

BANKERS

State Bank of India
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Pvt Ltd
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Tel: 011-40450193-97
Email: admin@skylinerta.com

CORPORATE IDENTITY NUMBER

L21015RJ1973PLC015819

STOCK EXCHANGE

BSE Limited

WEBSITE

www.apmindustries.co.in

CONTENTS

Notice to the Members	1
Board's Report	7
Corporate Governance Report	26
Management Discussion & Analysis	44
Audit Report	46
Balance Sheet	49
Statement of Profit & Loss	50
Cash Flow Statement	51
Notes to Financial Statements	53

NOTICE TO THE MEMBERS

NOTICE is hereby given that the **45th** Annual General Meeting (AGM) of the Members of APM Industries Limited will be held on Saturday the **28th** day of **September, 2019** 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

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend @ Rs. 0.50/- per equity share (i.e. 25%) on face value of Rs. 2/- per share for the Financial Year 2018-2019.
3. To appoint a Director in place of Shri Shri Gopal Rajgarhia (DIN: 00002245), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **To Re-appoint Shri Khushi Ram Gupta (DIN: 00027295) as Non Executive Independent Director on the Board of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors vide resolution dated February 26, 2019, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, Shri Khushi Ram Gupta (DIN: 00027295) be and is hereby re-appointed as a Non Executive Independent Director of the Company for a second term effective from April 01, 2019 to March 31, 2024.

RESOLVED FURTHER THAT, any Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

5. **To Re-appoint Shri Ram Ratan Bagri (DIN: 00275313) as Non Executive Independent Director on the Board of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) modification(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors vide resolution dated February 26, 2019, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, Shri Ram Ratan Bagri (DIN: 00275313) be and is hereby re-appointed as a Non Executive Independent Director of the Company for a second term effective from April 01, 2019 to March 31, 2024.

RESOLVED FURTHER THAT, any Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution."

6. **To Ratify the Cost Auditors' Remuneration For The Financial Year 2019-20**

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 2019-20 on a remuneration of Rs. 50,000/- (Rupees 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 any Directors or Key Managerial Personnel 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)-301019
Tel: (01493)- 265400,
Fax: (01493)-265413
e-mail: bhiwadi@apmindustries.co.in
website: www.apmindustries.co.in

By Order of the Board

Neha Jain
Company Secretary
(Membership No. 48053)

Place : New Delhi
Dated : August 01, 2019

NOTES

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.

Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3, is annexed to this notice.

Further, the information and facts as specified in the Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India for Item No. 4 & 5 has been given in the respective explanatory statement annexed to this notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint one person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing a proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A proxy form is annexed herewith.

3. Corporate Members intending to send their authorised representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative (s) to attend and vote on their behalf at the Meeting.
4. All the documents referred to in the Notice 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.
Further, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members /Proxies /Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. Members of the Company had approved the appointment of M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No.307068E) for another term of five consecutive years, as the Statutory Auditors at 43rd Annual General Meeting (here in after referred as 'AGM') which is valid till 48th AGM of the Company. In accordance with Companies (Amendment) Act, 2017, made effective from May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM. Hence, the appointment of M/s. Chaturvedi & Partners, Chartered Accountants has not been placed for ratification as Statutory Auditors before the members at ensuing AGM.
7. 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.
8. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(4) of Companies (Share Capital and Debentures) Rules, 2014, members of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 (three) days written notice is given to the Company.

10. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2019 to Saturday, September 28, 2019** (both days inclusive) for the purpose of Annual General Meeting.

11. All share and dividend related correspondence may be sent to RTA at the following address:

Skyline Financial Services Private Limited

D-153 A, 1st Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020

Tel: 011-40450193-97

Fax: 011-26812682-83

Email: admin@skylinerta.com

In all correspondence, please quote your DP ID & Client ID or Folio Number.

12. **Change of Address or Other Particulars**

Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to:

- RTA of the Company in respect of shares held in physical form; and
- The Depository Participants in respect of shares held in electronic form.

13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
14. The Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the Company in physical form, to furnish to the Company / its Registrar and Transfer Agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or RTA. Members are requested to send (a) self-attested copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.
15. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Share Transfer Agent, Skyline Financial Services Private Limited for assistance in this regard.
16. **Green Initiative** – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode. Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at admin@skylinerta.com or csapmindustriesltd@gmail.com.
Member holding shares in dematerialized form may get email address registered/updated by providing E-mail ID to their Depository Participant(s).
17. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2018-19 are being sent electronically to the members whose E-mail IDs are registered with the Company / Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.
18. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the AGM so that answers may be provided at the Meeting.

19. With a view to serving the Members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company or RTA to consolidate their holdings in one folio.
20. The Notice of the AGM and the Annual Report for the Financial Year 2018-19 are also be available on the Company's website www.apmindustries.co.in. The Notice is also available on www.evoting.nsdl.com.
21. The Company has a dedicated E-mail address csapmindustriesltd@gmail.com or delhi@apmindustries.co.in for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.
- The Company's website www.apmindustries.co.in has a dedicated section on Investors.
22. The Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members as at **Friday, September 20, 2019**. The Final Dividend is Rs. 0.50/- per Equity Share.
23. In order to enable the Company to directly credit the dividend amount in the bank accounts:
- Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.
 - Shareholders holding shares in physical form are requested to provide the cancelled cheque (should be mentioned on the cheque Name of first account holder, Bank Name, Branch, IFSC Code, MICR Code) along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts.
24. Unpaid/Unclaimed dividend for the Financial Year 2011-12 (Final Dividend) and 2012-13 (Interim Dividend), must be claimed on or before October 21, 2019 and December 13, 2019 respectively, as the amount remaining unclaimed after the said date, would be transferred to Investor Education & Protection Fund within a period of 30 days thereof.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has initiated necessary actions for transfer of the shares in respect of which dividend declared for the Financial Year 2011-12 (Final Dividend) and 2012-13 (Interim Dividend) has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the web-link: <http://apmindustries.co.in/transfer-to-iefp/> to ascertain details of shares liable for transfer to the IEPF Authority.

Members are requested to note that no claim shall lie against the Company in respect of any shares/ dividend amounts so transferred to the IEPF Authority. The shares transferred to the IEPF can be claimed back by the concerned member(s) from the IEPF Authority after complying with the procedure prescribed under the IEPF Rules.

25. Voting Options:

The business set out in the Notice of the AGM may be transacted through electronic voting system or Polling Paper. The Company is providing facility for voting by electronic means. Information relating to remote e-Voting facility and voting at the AGM is given below:

Voting through electronic means-

- In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (the 'ICSI'), the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system from a place other than venue of the Meeting ("remote e-Voting") in respect of all resolutions proposed to be considered at the 45th AGM to be held on Saturday, September 28, 2019 at 11:30 A.M. The Company has engaged services of National

Securities Depository Limited (hereinafter referred as "NSDL") to provide remote e-Voting facility of casting the votes by the members.

- The facility for voting through Polling Paper ("Poll") shall also be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the Meeting through Poll at the AGM.
- The shareholders can opt for only one mode of voting i.e. remote e-Voting or Poll at the meeting. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and voting through Poll at the Meeting will not be considered. The members who have cast their vote by remote e-Voting may also attend the Meeting but shall not be entitled to cast their vote again.
- The remote e-Voting period commences at **9:00 A.M. (IST) on Wednesday, September 25, 2019** and ends at **5:00 P.M. (IST) on Friday, September 27, 2019**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date **Saturday, September 21, 2019** ("Cutoff date"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The instructions for remote e-Voting are as under:
 - Members whose email address is registered with the Company / Depository Participant will receive an e-mail from NSDL. Open e-mail 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 for remote e-Voting. Please note that the password is an initial password. Members are requested to go through the following steps to cast votes through remote e-Voting.

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - 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.

iv.) Your User ID details will be as per details given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

v.) Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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 from 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

vi.) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

vii.) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii.) Now, you will have to click on "Login" button.

ix.) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- 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.
- Select "EVEN" of the Company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- 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 contact@csrms.com to with a copy marked to evoting@nsdl.co.in.
- 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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

5. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.

6. Mr. Ravi Sharma (FCS No. 4468, C.P. No.: 3666), and/or Ms. Suman Pandey (FCS No. 7606, C.P. No.: 8404) Partners of M/s. RSM & Co., Company Secretaries, has been appointed as 'Scrutinizer' to scrutinize the remote e-Voting and Poll process in a fair and transparent manner.

7. The Chairman shall, at the end of discussion on the resolutions placed at the AGM on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members/ proxies who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

8. The Scrutinizer shall after the conclusion of voting at the AGM, would first 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 shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairman or a person as authorised by him in writing.

9. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.apmindustries.co.in and on the website of NSDL immediately after declaration of result by the Chairman or a person so authorised and the results shall also be communicated to the Stock Exchange. The results shall be displayed at the Registered Office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019.

10. In case of any queries or grievances relating to e-Voting, you may contact Mr. Nipul Shah, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India through e-mail at evoting@nsdl.co.in or on Toll Free No.: 1800-222-990 / Telephone No.: 022- 24994738 OR Mr. Virender Kumar Rana, Director, Skyline Financial Services Pvt Ltd., D-153A, 1st floor, Okhla Industrial Area, Phase-I, New delhi-110020, India through e-mail at admin@skylinerta.com or on Telephone No.: 011-40450193-97.

11. Members may also write to the Company Secretary of the Company at the address: csapmindustriesltd@gmail.com or contact at telephone no. 011-26441022.

b) For Members whose e-mail address is not registered with the Depository Participants(s) or who had requested a physical copy shall follow the below mentioned steps:

i. Initial password is provided at the bottom of the Attendance Slip for the Meeting.

ii. Please follow Steps 1 and 2 as explained above, to cast your vote.

The voting rights of Members shall be proportionate to their share of the paid-up capital of the Company as on the cut-of date i.e. **Saturday, September 21, 2019**. Any person becoming Member of the Company after the dispatch of the Notice convening 45th AGM and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com.

ANNEXURE TO THE NOTICE**DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT**

[In pursuance of Secretarial Standard on General Meetings (SS-2) & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Item No. 3	Item No. 4	Item No. 5
Name of the Director	Shri Shri Gopal Rajgarhia	Shri Khushi Ram Gupta	Shri Ram Ratan Bagri
Director Identification Number (DIN)	00002245	00027295	00275313
Date of Birth	August 21, 1946	May 05, 1934	April 01, 1944
Age	72 Years	85 Years	75 years
Nationality	Indian	Indian	Indian
Date of first Appointment on Board	July 26, 2000	November 20, 1992	January 24, 2003
Qualification	B. Tech (Hons.) and S.M. (MIT)	M. Com	B.E. (Civil & Mech.) & M.S. (San)
Experience	49 Years	60 Years	52 Years
Nature of his expertise in specific functional areas	Investment decision, and financing activities.	Wide Expertise in Taxation, Accounting and Financial matters	Wide Expertise in Civil and Mechanical Activities.
Terms & Conditions for appointment/ re-appointment	As per the Companies Act, 2013	As per the Companies Act, 2013	As per the Companies Act, 2013
Details of Remuneration	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil
Shareholding in APM Industries Limited (No. & %)	5,73,850 (2.66%)	Nil	20,000 (0.09%)
List of Directorships held in other Companies	-Sheevam Comfort Hotels Private Limited -Rajgarhia Leasing and Financial Services Pvt. Ltd. -Madhushree Properties (P) Ltd. -Rovo Marketing Private Limited -Autometers Alliance Limited	-Clearsharp Technology Private Limited	-Clear Water Limited -Bagri Udyog Pvt Ltd
Members / Chairman of Committees in APM Industries Limited	- Member of Audit committee	- Chairman in Audit Committee - Chairman in Nomination & Remuneration Committee - Chairman in Stakeholders Relationship Committee	- Member of Audit committee - Member in Nomination & Remuneration Committee - Member in Stakeholders Relationship Committee - Chairman in Risk Management Committee - Member in Corporate Social Responsibility Committee
Members / Chairman of in other Public Companies	Nil	Nil	Nil
Relationship with other directors	Shri S.G. Rajgarhia being brother of Shri R K Rajgarhia, Chairman, is related to him .He is not related to any other Director and KMP of the Company	.He is not related to any other Director and KMP of the Company	.He is not related to any other Director and KMP of the Company
Number of Meetings of the Board attended during the year	Six	Six	Six

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Items to Special Business**Item No. 4**

Shri Khushi Ram Gupta (DIN: 00027295), M.Com. retired as Member, Central Board of Direct Tax, New Delhi. He worked in the Income Tax Department for about 35 years in various capacity. He had an overall experience about 60 years in taxation, accounting and financial matters. Shri Khushi Ram Gupta joined the Board of the Company on 20.11.1992 as an Independent Director.

As per the transition to the Companies Act, 2013, the members at the Annual General Meeting held on September 25, 2014, had approved the appointment of Shri Khushi Ram Gupta (DIN: 00027295), as a Non Executive Independent Director of the Company for a period of 5 consecutive years commencing from April 01, 2014 to March 31, 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated February 26, 2019 proposes the re-appointment of Shri Khushi Ram Gupta as Independent Director, for a second term of five years from April 01, 2019 up to March 31, 2024, not liable to retire by rotation, subject to the approval of shareholders in the 45th Annual General Meeting. The Company has, in terms of Section 160(1) of the Act

received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Khushi Ram Gupta would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day

and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Khushi Ram Gupta as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 4 of this Notice for approval of the Members.

Except Shri Khushi Ram Gupta and his relative, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out in item No. 4 of the Notice.

Item No. 5

Shri Ram Ratan Bagri (DIN: 00275313), B.E. (Civil & Mech.) and M.S. (San) from New York, USA., is a qualified engineer. He has wide experience of more than 52 years in industry. Shri Ram Ratan Bagri joined the Board of the Company on 24.01.2003 as an Independent Director.

As per the transition to the Companies Act, 2013, the members at the Annual General Meeting held on September 25, 2014, had approved the appointment of Shri Ram Ratan Bagri, as a Non Executive Independent Director of the Company for a period of 5 consecutive years commencing from April 01, 2014 to March 31, 2019.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated February 26, 2019 proposes the re-appointment of Shri Ram Ratan Bagri as Independent Director, for a second term of five years from April 01, 2019 up to March 31, 2024, not liable to retire by rotation, subject to the approval of shareholders in the 45th Annual General Meeting. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Ram Ratan Bagri would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Ram Ratan

Bagri as Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

Except Shri Ram Ratan Bagri and his relative, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out in item No. 5 of the Notice.

Item No. 6

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 01, 2019, re-appointed Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876) as the Cost Auditor for conducting the Cost Audit for the financial year 2019-2020, on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution set out at Item No.6 of the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 6 of the accompanying Notice be ratified by the Members by way of Ordinary Resolution.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out in item No. 6 of the Notice.

Registered Office:

SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
(Rajasthan)-301019
Tel: (01493)- 265400,
Fax: (01493)-265413
e-mail: bhiwadi@apmindustries.co.in
website: www.apmindustries.co.in

By Order of the Board

Neha Jain
Company Secretary
(Membership No. 48053)

Place : New Delhi
Dated : August 01, 2019

BOARD'S REPORT**To****The Members****APM Industries Limited**

The Board of Directors are pleased to present the 45th Annual Report of the Company, together with the Audited Financial Statements for the financial year (FY) ended March 31, 2019.

1. FINANCIAL SUMMARY

Particulars	(Rs in Lakhs)	
	2018-19	2017-18
Total Revenue	27365	28464
Total Expenses	26554	26662
Profit Before Tax	811	1802
Less: Tax (including deferred tax)	77	548
Profit for the period	734	1254
Other Comprehensive income	21	(1)
Total comprehensive profit for the year	755	1253
Retained earnings:-		
Balance brought forward	11397	10273
Total Comprehensive income for the year	734	1254
Adjustment on account of Demerger	(296)	-
Amount transfer to general reserve	(5000)	-
Equity Dividend	(216)	(108)
Tax on equity dividend	(44)	(22)
Balance carried forward	6575	11397

Note: 1. The financial result has been prepared in accordance with the Indian accounting standard (Ind. As) specified in the Companies (Indian Accounting standard) Rules - 2015 (as amended) under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies to the extent applicable.

2. Pursuant to the Scheme of Arrangement ('the scheme') under Section 230 to 232 of the Companies Act, 2013 between APM Industries Ltd. (AIL) ('Demerged Company') and APM Finvest Ltd. (AFL) ('Resulting Company') as approved by the National Company Law Tribunal (NCLT), Jaipur on May 24, 2019.

- All the properties and liabilities, of whatsoever nature and kind and wheresoever situated, of the Finance and Investment undertaking of AIL as on the appointed date (April 01, 2018) have been transferred to AFL at their respective book values as appearing in the books of accounts of AIL.
- The difference between the values of assets and liabilities transferred amounting to Rs. 7283 lakhs (including 200 lakhs investment in AFL) pursuant to the scheme is appropriated and adjusted against reserves as decided by the Board of Directors of AIL, pursuant to the scheme.
- As consideration for the transfer and vesting of the finance and investment undertaking, AFL has issued 1 equity share of face value of Rs. 2/- at par to the shareholders of AIL for every 1 Share of Rs. 2/- held by them on the record date, June 18, 2019 in AIL.

3. Pursuant to the scheme as approved by NCLT, APM Finvest Ltd., ceased to be subsidiary of AIL from the appointed date i.e. April 01, 2018. Accordingly, the Company is not required to present its consolidated financial statements as on and for the year ended March 31, 2019.

4. In view of the Demerger of Finance and Investment undertaking with effect from April 01, 2018 (the appointed date), the figures of the year ended March 31, 2019 do not include the figures of Finance and Investment undertaking. Hence, these figures are not comparable with the figures of corresponding year ended March 31, 2018.

2. STATE OF COMPANY AFFAIRS & OPERATIONS

Our Company operates in two business segment - Yarn & Finance and Investment till 31.03.2018. Pursuant to the scheme of arrangements under Section 230 to 232 of the Companies Act, 2013, between APM Industries Ltd. ('Demerged Company') and APM Finvest Ltd. ('Resulting

Company') as approved by NCLT, Jaipur, the operations of the Finance and Investment divisions has been demerged w.e.f. 01.04.2018, hence in the financial year 2018-19 the Company operates only under one segment, i.e., yarn.

The Profit Before Tax and Profit After Tax for the year under review for the yarn business amounted to Rs. 811 lakhs and Rs. 734 lakhs respectively as compared to Rs. 1209 lakhs and Rs. 720 lakhs in the previous financial year.

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

3. 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 except transfer of Finance and Investment undertaking to APM Finvest Ltd. with effect from 01.04.2018.

4. TRANSFER TO RESERVES

The Company has transferred Rs. 5000 lakhs to the General Reserves during the current financial year.

5. EXPORTS

During the Financial Year 2018-19, the export turnover was NIL as compared to Rs. 76 lakhs in the previous year due to global recession.

6. EXPANSION AND MODERNIZATION

The Company continues to modernize its plant and machinery and adding balancing equipment. The production capacity remains 55,584 spindles during the Financial Year 2018-19.

The Company has replaced 4 automatic cone winding machines with 3 imported automatic cone winding machines. The Company has further installed, 1 speed frame machine, 4 two for one twisters, 1 gas fired boiler & other balancing equipment for moderation of plant & machinery.

The Company has also installed sewing thread dyeing & cone/ tube winding machine having a capacity 30 MT/ month & developed a new product (sewing thread).

The Company has further planned to instal 1800 KW ground/rooftop solar power plant, replacing 33 KV Power Supply System to 132 KV Power Supply System and energy efficient heat recovery and heating solution for dyeing process to save energy cost. This would enable the Company to save cost of production & increased profitability.

7. DIVIDEND

The Board of Directors recommend dividend of Rs. 0.50 per equity share (i.e. 25%) on face value of Rs. 2/- each for the financial year 2018 - 19, subject to approval of the members.

The above proposal for declaration of dividend forms part of the Notice of the 45th Annual General Meeting and the relevant Resolution is recommended for the members' approval therein.

8. SCHEME OF ARRANGEMENT

The Scheme of Arrangement among APM Industries Limited ("Demerged Company") and APM Finvest Limited ("Resulting Company") and their respective shareholders and creditors in accordance with Sections 230-232 of the Companies Act, 2013 for the demerger of 'Finance & Investment Undertaking' ("Demerged Undertaking") of APM Industries Limited ("Demerged Company") and subsequent amalgamation of Demerged Undertaking with its wholly owned subsidiary APM Finvest Limited ("Resulting Company") has been approved by the Hon'ble National Company Law Tribunal ("Tribunal"), Jaipur Bench vide its order dated 24th May, 2019 and the appointed date was April 01, 2018.

The Board of Directors of the Resulting Company allotted 2,16,11,360 (Two Crore Sixteen Lakh Eleven Thousand Three Hundred and Sixty) Equity Shares of Rs.2/- (Rupees Two) each, distinctively numbered from 1 (one) to 2,16,11,360 (Two Crore Sixteen Lakh Eleven Thousand Three Hundred and Sixty) (both inclusive), to the shareholders of the Demerged Company whose name appear in the Register of Members of APM Industries Limited as on the Record Date i.e. June 18, 2019 in the following ratio:-

"1 (One) Equity Shares of face value of Rs. 2 (Rupees Two) each at par in Resulting Company for every 1 (One) Equity Shares of face value of Rs. 2 (Rupees Two) each held by them in Demerged Company."

9. CAPITAL STRUCTURE

Authorised Share Capital

As on the date of Board Report, the authorised Equity Share Capital of the Company has been decreased from Rs. 7,00,00,000/- to Rs. 4,50,00,000/- on account of demerger of 'Finance & Investment Undertaking' of APM Industries Limited. Consequently, as at March 31, 2019 the authorized Equity Share Capital was Rs. 4,50,00,000/- comprising of 2,25,00,000 equity shares of Rs. 2/- each and Preference Share Capital was Rs. 3,00,00,000/- comprising of 3,00,000 preference shares of Rs. 100/- each.

Paid up Share Capital

The Paid-up share capital as at March 31, 2019 stands at Rs. 4,32,22,720/- comprising of 2,16,11,360 equity shares of Rs. 2/- each fully paid up.

10. SUBSIDIARY

The Company had one wholly owned subsidiary namely "APM Finvest Limited "registered with Reserve Bank of India as Non-Banking Financial Company. As per the Scheme of Arrangement becoming effective w.r.t. demerger among APM Industries Limited ('Demerged Company') and APM Finvest Limited ('Resulting Company') and their shareholders and creditors for demerger of Finance and Investment Undertaking of Demerged Company and subsequent amalgamation with the Resulting Company, the entire pre scheme allotted equity share capital of APM Finvest Limited which was held by the Demerged Company either itself or through its nominee, shall stand cancelled.

With respect to the schme of de-merger, APM Finvest Limited is not the wholly owned subsidiary of APM Industries Ltd. with effect from April 01, 2018.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment, Re-appointment and Resignation

Shri Shri Gopal Rajgarhia will retire at the ensuing Annual General Meeting (AGM) and being eligible, has offered himself for re-appointment. The Board recommends his re-appointment. Brief resume of Shri S G Rajgarhia with other details as stipulated in Regulation 36(3) of the SEBI Listing Regulations, 2015, are provided in the Notice convening the 45th AGM.

Ms. Jyoti Upadhyay, Company Secretary and Compliance Officer, has resigned from the Company with effective from March 16, 2019. In order to fill the vacancy caused due to the resignation of Ms. Jyoti Upadhyay, the Board in its Meeting held on May 29, 2019 has appointed Ms. Neha Jain as the Company Secretary and Compliance Officer and also designated her as Key Managerial Personnel of the Company.

Shri Khushi Ram Gupta and Shri Ram Ratan Bagri, Non Executive Independent Directors of the Company completed their first term as Independent Director on March 31, 2019. Pursuant to the provisions of Companies Act, 2013, Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated February 26, 2019, approved the re-appointment of Shri Khushi Ram Gupta and Shri Ram Ratan Bagri as Non Executive Independent Director for a second term w.e.f. April 01, 2019 up to March 31, 2024, subject to the approval of the members of the Company by Special Resolution.

Declaration by Independent Directors

All Independent Directors have given declaration that they meet the criteria of independence as provided under Section 149 of the Act and Regulation 16 of the SEBI Listing Regulations, 2015.

Annual Performance Evaluation of the Board

A statement on annual evaluation by the Board of its performance and performance of its Committees as well as Individual Directors forms part of the Corporate Governance Report attached to this report.

Meetings of the Board

During the FY 2018-19, six (6) meetings of the Board of Directors were held. The details of Board Meetings and the attendance of Directors are provided in the Corporate Governance Report, attached to this Report.

12. DEPOSIT UNDER CHAPTER V OF THE COMPANIES ACT, 2013

During the financial year, the Company has not accepted any deposits within the meaning of Section 73 & 76 of the Companies Act, 2013, read with the Rules made thereunder, and therefore, no amount of principal or interest on deposit was outstanding as of the Balance Sheet date.

13. AUDITORS & AUDIT REPORTS

Statutory Auditors

In terms of the provisions of Section 139 of the Companies Act, 2013, M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), were appointed as the Company's Statutory Auditors by the shareholders at their 43rd AGM held on September 25, 2017, for a period of five years i.e. till the conclusion of 48th AGM. The appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

In accordance with the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM. Hence, the appointment of M/s. Chaturvedi & Partners, Chartered Accountants has not been placed for ratification as Statutory Auditors before the members at ensuing AGM.

The reports of Statutory Auditors on Financial Statements for the financial year 2018-19 forms part of the Annual Report. There are no qualifications, reservations, adverse remarks, disclaimer or emphasis of matter in the Auditors' Reports.

Secretarial Auditor

In terms of provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. RSM & Co., Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year ended March 31, 2019. The Secretarial Audit Report is attached as **Annexure-1** to this report and does not contain any qualification, reservation or adverse remark or disclaimer.

Cost Auditor

Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876), carried out the cost audit for applicable business during the year. The Board has, on the recommendation of the Audit Committee, re-appointed him as Cost Auditor of the Company for the financial year 2019-20.

The remuneration payable to the Cost Auditors is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Members' ratification for the remuneration payable to Shri Naresh Kumar Goel, Cost Accountant is included at Item No.6 of the notice convening the Annual General Meeting.

Pursuant to Section 148 of the Act, your Company carries out an annual audit of cost accounts. The Cost Audit Report of your Company for financial year 2018, was filed with the Ministry of Corporate Affairs through Extensive Business Reporting Language (XBRL) by Shri Naresh Kumar Goel, Cost Accountant. Further, the cost accounts and records as required to be maintained under Section 148 of the Act are duly made and maintained by the Company.

Internal Auditor

In terms of provisions of Section 138 of the Companies Act, 2013, the Board of Directors has re-appointed M/s M M Sharma & Co., Chartered Accountants (Firm Registration No. 001797N), as an Internal Auditors of the Company, for the financial year 2019-20.

14. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that: