

46th
A**NNUAL**
REPORT
2019-2020

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: 011-26441018
Email: csapmindustriesltd@gmail.com

STATUTORY AUDITORS

Chaturvedi & Partners
Chartered Accountants,
501, Devika Tower,
6, 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	23
Management Discussion & Analysis	40
Audit Report	42
Balance Sheet	45
Statement of Profit & Loss	46
Cash Flow Statement	47
Notes to Financial Statements	49

NOTICE

NOTICE is hereby given that the **46th** Annual General Meeting (AGM) of the Members of **APM Industries Limited** will be held on **Wednesday the 30th day of September, 2020 at 11:30 A.M.**, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") 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, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Rajendra Kumar Rajgarhia (DIN: 00141766), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. **To Re-appoint Smt. Uma Hada (DIN: 06463684) 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 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Nomination and Remuneration Policy of the Company, Smt. Uma Hada (DIN: 06463684), who was appointed as an Independent Director of the Company for a term upto September 24, 2020 and who has submitted a declaration that she meets the criteria for independence as provided under the Act and Listing Regulations, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors vide resolution dated August 24, 2020 be and is hereby re-appointed as an Independent Director on the Board of the Company to hold office for a second term of 5 (Five) consecutive years with effect from September 25, 2020 to September 24, 2025."

4. **To Ratify the Cost Auditors' Remuneration for the Financial Year 2020-21**

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

"**RESOLVED THAT** pursuant to the provisions of Section 148 and 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 2020-21 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 all 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: csapmindustriesltd@gmail.com
website: www.apmindustries.co.in

By **Order of the Board**
For APM Industries Limited

Neha Jain
Company Secretary
(Membership No. 48053)

Place : New Delhi

Dated : August 24, 2020

NOTES:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 2, is annexed to this notice.

Further, the information and facts as specified in the Regulations 36(3) and 26 (4) 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. 3 has been given in the respective explanatory statement annexed to this notice.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to contact@csrsm.com with a copy marked to the Company on csapmindustriestd@gmail.com.
6. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on csapmindustriestd@gmail.com for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon login at NSDL e-voting system at www.evoting.nsdl.com.
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. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 23, 2020 to Wednesday, September 30, 2020** (both days inclusive) for the purpose of Annual General Meeting.
10. All shares and dividend related correspondence may be sent to RTA at the following address:
Skyline Financial Services Private Limited
 (Unit: APM Industries Limited)
 D-153 A, 1st Floor, Okhla Industrial Area,
 Phase-I, New Delhi-110020
 Tel: 011-40450193-97
 Fax: 011-26812682
 Email: admin@skylinerta.com
 In all correspondence, please quote your DP ID & Client ID or Folio Number.
11. **Change of Address or Other Particulars**
 Members are requested to intimate change, if any, in their name, address (with PIN Code), telephone/mobile numbers, E-mail ID, Permanent Account Number (PAN), nominations, mandate instructions, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC 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.
12. The Securities and Exchange Board of India has mandated the submission of 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.
13. 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.
14. 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.
15. **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 csapmindustriestd@gmail.com.
 Member holding shares in dematerialized form may get email address registered/updated by providing E-mail ID to their Depository Participant(s).
16. In compliance with the MCA Circulars and the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 46th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ('the Depositories').
17. 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.
18. 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.
19. The Notice of the AGM and the Annual Report for the Financial Year 2019-20 are also be available on the Company's website and Stock Exchange i.e. www.apmindustries.co.in and www.bseindia.com. The Notice is also available on www.evoting.nsdl.com.
20. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.
21. The Company has a dedicated E-mail address csapmindustriestd@gmail.com 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. **Voting Options:**
 The business set out in the Notice of the AGM may be transacted through electronic voting system or voting at AGM. 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:
A. Voting through electronic means-
 I. 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 Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

II. The remote e-Voting period commences at **9:00 A.M. (IST)** on **Sunday, September 27, 2020** and ends at **5:00 P.M. (IST)** on **Tuesday, September 29, 2020**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date **Thursday, September 24, 2020** ("Cutoff date"), may cast their vote by remote e-Voting. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

III. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

IV. The instructions for remote e-Voting are as under:

a) 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/> either on a Personal Computer or on a mobile.
- 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'?

1. 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'.

2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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:

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 contact@csrms.com to with a copy marked to csapminindustriestd@gmail.com.
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.
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. In case of any queries or grievances relating to e-Voting, you may contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India through e-mail at evoting@nsdl.co.in/pallavid@nsdl.co.in or on Toll Free No.: 1800-222-990 / Telephone No.: 022- 24994545 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.
- b) For members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:
 - i. **Physical Holding:-** Send a request to the Registrar and Share Transfer Agent at admin@skylinerta.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
Demat Holding:- Send a request to the Registrar and Share Transfer Agent at admin@skylinerta.com providing DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).
 - ii. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

B. Instructions for members for attending the AGM through VC / OAVM are as under:

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned as above to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- II. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their

request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at csapminindustriestd@gmail.com from **9:00 A.M. (IST) on Thursday, September 24, 2020** and ends at **5:00 P.M. (IST) on Saturday, September 26, 2020**. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- III. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- IV. Members who need assistance before or during the AGM, can contact Skyline Financial Services Private Limited on lokesh@skylinerta.com or contact Mr. Lokesh Sharma, Mobile Number 9910026709.

Other Instructions:

1. 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. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
2. Please note that the Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
3. 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 voting during AGM in a fair and transparent manner.
4. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and voting at AGM by electronic means 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.
5. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.apminindustries.co.in and on the website of NSDL immediately after declaration of result by the Chairman or a person so authorized by him 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.
6. Members may also write to the Company Secretary of the Company at the address: csapminindustriestd@gmail.com or contact at telephone no. 011-26441022.

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. 2	Item No. 3
Name of the Director	Shri R K Rajgarhia	Smt. Uma Hada
Director Identification Number (DIN)	00141766	06463684
Date of Birth	August 14, 1938	July 14, 1948
Age	82 Years	72 Years
Nationality	Indian	Indian
Date of first Appointment on Board	August 01, 2004	April 08, 2015
Qualification	B. Com	B.A.
Brief resume including experience, expertise in specific functional areas	<p>Shri Rajendra Kumar Rajgarhia is having more than 60 years of work experience in textile industries and also having experience in financing activities, strategic planning in capital Budgeting. He is being appointed as a Director on 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.</p> <p>Under the guidance and technical expertise of Shri Rajendra Kumar Rajgarhia, 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.</p> <p>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.</p>	<p>Smt. Uma Hada is having around 12 years of work experience in the field of financing activities. She is being appointed as a Director on the Board of the Company since 2015 as Woman Director.</p>
Terms & Conditions for appointment/re-appointment	On-reappointment he is liable to be retire by rotation	As an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years from September 25, 2020 to September 24, 2025 and shall not be liable to retire by rotation.
Details of Remuneration / Remuneration last drawn	Disclosed in the Corporate Governance Report forming part of Annual Report.	She is eligible to receive sitting fee for attending the Board/ Committee Meetings
Shareholding in APM Industries Limited (No. & %)	38,50,000 (17.81%)	2,002 (0.01%)
List of Directorships held in other Companies	- Perfectpac Limited - Rajgarhia Leasing and Financial Services Pvt. Ltd.	Uma Properties & Traders Limited
Members / Chairman of Committees in APM Industries Limited	- Member of Nomination and Remuneration Committee - Chairman of Corporate Social Responsibility Committee	- Member of Audit Committee - Member of Nomination and Remuneration Committee
Members / Chairman of in other Public Companies	- Member in Nomination and Remuneration Committee of Perfectpac Limited	Nil
Relationship with other directors	Shri R.K. Rajgarhia being brother of Shri S G Rajgarhia, Chairman, is related to him. He is not related to any other Director and KMP of the Company	None
Number of Meetings of the Board attended during the year	Disclosed in the Corporate Governance Report forming part of Annual Report.	Disclosed in the Corporate Governance Report forming part of Annual Report.

EXPLANATORY STATEMENT**(Pursuant to Section 102 of the Companies Act, 2013)****Items to Special Business****Item No. 3**

Pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and applicable provisions of the Listing Regulations (including any statutory modification or re-enactment thereof for the time being in force), Smt. Uma Hada (DIN: 06463684) was appointed as Independent Director of the Company to hold office upto September 24, 2020.

Based on the reports of performance evaluation, Smt. Uma Hada has effectively and efficiently discharged her duties, roles and responsibilities during her tenure as Independent Director of the Company. Accordingly, Nomination and Remuneration Committee (the 'NRC Committee') has recommended the re-appointment of Smt. Uma Hada as Independent Director of the Company for a period of 5 (five) consecutive years starting from September 25, 2020 to September 24, 2025 to the Board of Directors.

In view of the reports of performance evaluation and on recommendations of the NRC Committee, the Board of Directors is of the opinion that her continued association, being Independent Director will immensely benefit the Company and would enable the board to discharge its functions and duties effectively.

In opinion of the Board of Directors, Smt. Uma Hada fulfil the conditions for re-appointment as Independent Director as specified in the Act, the rules made thereunder and the Listing Regulations and are independent of the Management.

Smt. Uma Hada has given her consent to act as Director. She has also given declarations to the effect that she is not disqualified from being appointed as Directors in terms of Section 164 of the Act and that she meets the criteria of Independence as specified under Section 149 of the Act and the Listing Regulations. Also gave declaration that her name was included in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs under Rule 6 (3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Copy of Appointment Letter setting out terms and conditions of her appointment are available for inspection by Members at the Registered Office as well as at Corporate Office of the Company on all working days during normal business hours upto the date of AGM. The terms and conditions of appointment, being Independent Director are also posted on the Company's website www.apmindustries.co.in.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice of AGM for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this Special Resolution.

Item No. 4

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 24, 2020, re-appointed Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876) as the Cost Auditor for conducting the Cost Audit for the financial year 2020-2021, 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. 4 of the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 4 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. 4 of the Notice.

Registered Office:

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Fax: (01493)-265413
e-mail: csapmindustriesltd@gmail.com
website: www.apmindustries.co.in

By Order of the Board
For APM Industries Limited

Neha Jain
Company Secretary
(Membership No. 48053)

Place : New Delhi
Dated : August 24, 2020

BOARD'S REPORT

To

The Members**APM Industries Limited**

The Board of Directors are pleased to present the 46th (Forty Sixth) Annual Report of the Company, together with the Audited Financial Statements for the financial year (FY) ended March 31, 2020.

1. FINANCIAL SUMMARY

Particulars	(Rs in Lakhs)	
	2019-20	2018-19
Total Revenue	26992	27365
Total Expenses	26278	26554
Profit Before Tax	714	811
Less: Tax (including deferred tax)	(3)	77
Profit for the period	717	734
Other Comprehensive Income	(13)	21
Total comprehensive profit for the year	704	755
Retained Earnings:-		
Balance brought forward	6575	11397
Profit for the year	717	734
Adjustment on account of Demerger	-	(296)
Amount transfer to general reserve	-	(5000)
Effect of deferred tax on items earlier recognised directly in equity	339	-
Equity Dividend	(108)	(216)
Tax on Equity Dividend	(23)	(44)
Balance carried forward	7500	6575

Note:

- The financial statement 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.
- 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.

2. STATE OF COMPANY AFFAIRS & OPERATIONS

Our Company was operated 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 2019-20 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. 714 lakhs and

Rs. 717 lakhs respectively as compared to Rs. 811 lakhs and Rs. 734 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.

4. COVID-19

The operation and the financial performance of the Company during the financial year ended March 31, 2020 were marginally impacted due to the shutdown of the Company's plants under the lockdown announced by the state/central Government after the outbreak of Covid-19 pandemic in March 22, 2020. The Company has since resumed its operations since May 04, 2020 conforming to the guidelines of the Government. All necessary precautions relating to Hygiene, Sanitization, social distancing, care and protection of the employees would continue to be followed.

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of Property, Plants and Equipment, Inventories, Receivables and Other Current Assets. In developing the assumptions relating to the possible future uncertainties in the economic condition because of this pandemic, the Company as at the date of approval of these financial results has used internal and external sources on the expected future performance of the Company. The Company has performed analysis on the assumptions used and based on current indicators of Future Economic conditions, the Company expects the carrying amount of these assets will be recovered and sufficient liquidity is available to fund the Business operations for at least another 12 months. Given the uncertainty because of COVID-19, the final impact of the Company's assets and performance in future may differ from that estimated as at the date of approval of these Financial statements.

5. TRANSFER TO RESERVES

No transfer to reserve has been done in Financial Year 2019-20. The Company proposes to retain the entire amount of profits in the Profit and Loss Account.

6. EXPORTS

During the Financial Year 2019-20, the export turnover was NIL because the Company's thrust area for sale of its product is Domestic market only and the product of the Company is well recognized in domestic market, and having better profitability in domestic market as compared to export.

7. 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 2019-20.

The Company has installed 1722 KW ground/ rooftop Solar Power generation Plant, replaced. 33 KV Power supply system to 132 KV power supply system and installed energy efficient heat recovery system and heating Solution for dyeing process to save energy cost. This would enable to the Company to save cost of production and increased profitability.

Looking to the effect of COVID-19 pandemic & economic uncertainties, the Company does not have plan for major expansion & modernization in the financial year 2020-21.

8. DIVIDEND

Due to the COVID-19 pandemic and resulting economic uncertainties, profits of the Company can be deployed for the creation of reserves that can be used for expansion and as a buffer against a crisis. As per the present circumstances, it may be wise to use profits of the Company to create reserves that may be deployed to cushion the fall in demand, if any, in the future.

Accordingly, the management of the company has decided not to pay dividend from the profits pertaining to the financial year ended March 31, 2020.

9. CAPITAL STRUCTURE

Authorised Share Capital

The authorised equity share capital of the Company as at March 31, 2020 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 i.e. total authorized share capital of the Company was Rs. 7,50,00,000/-.

Paid up Share Capital

The Paid-up share capital as at March 31, 2020 stands at Rs. 4,32,22,720/- comprising of 2,16,11,360 equity shares of Rs. 2/- each fully paid up.

10. SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company doesn't have any subsidiary, joint venture or associate Company.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment, Re-appointment and Resignation

Shri R K 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 to the members in the ensuing AGM. Brief resume of Shri R K Rajgarhia with other details as stipulated in Regulation 36(3) of the SEBI Listing Regulations, 2015, are provided in the Notice convening the 46th AGM.

The Board of Directors 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.

Further, the term of appointment of Smt. Uma Hada, Independent Director will be expiring on September 24, 2020. Accordingly, based on the reports of performance evaluation and recommendation of Nomination and Remuneration Committee, the Board has, at its meeting held on August 24, 2020, re-appointed, Smt. Uma Hada, as Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, starting from September 25, 2020 to September 25, 2025, subject to approval of members of the Company at the ensuing AGM.

Declaration by Independent Directors

All Independent Directors have given declaration that they meet the criteria of independence as provided under Section 149 read with Schedule IV of the Act and Regulation 16 of the SEBI Listing Regulations, 2015 and have also complied with the code of conduct of Directors and Senior Management. They have also given declaration that their names were included in the data bank of Independent Directors maintained by Indian Institute of Corporate Affairs under Rule 6 (3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

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 2019-20, 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 requirement for the annual ratification of auditors' appointment at the AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 7, 2018. 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 statutory auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013 and the Code of Ethics issued by the Institute of Chartered Accountants of India.

The reports of Statutory Auditors on Financial Statements for the financial year 2019-20 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, 2020. The Secretarial Audit Report is attached as **Annexure-1** to this report and contains qualification which is mentioned in said Report.

The Board has re-appointed M/s. RSM & Co., Company Secretaries (ICSI Firm Registration No.: P1997DE017000), as Secretarial Auditors of the Company for FY 2020-21.

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 2020-21.

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. 4 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 2019, 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 2020-21.