

**47<sup>th</sup>**  
**A****NNUAL**  
**REPORT**  
**2020-2021**

**APM INDUSTRIES LIMITED**

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Shri Rajendra Kumar Rajgarhia  
Whole time Director and Chairman

Shri Hari Ram Sharma  
Managing Director

Shri Shri Gopal 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**

Mrs. 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: 011-26441015-18  
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, 1<sup>st</sup> 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

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## NOTICE

NOTICE is hereby given that the **47th Annual General Meeting (AGM)** of the Members of **APM Industries Limited** will be held on **Thursday, the 30th day of September, 2021 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, 2021, together with the Reports of the Board of Directors and Auditors thereon.
2. 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

3. **To Re-appoint Shri Rajendra Kumar Rajgarhia (DIN: 00141766) as Executive Director and Chairman of the Company and also designated as Whole time Director 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 Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) of the said Act and any other law for the time being in force and in compliance with Nomination and Remuneration Policy of the Company and subject to approval of Central Government (if required), the consent of the members be and is hereby accorded to the re-appointment of Shri Rajendra Kumar Rajgarhia (DIN: 00141766), as Executive Director and Chairman of the Company for a further period of 3 (Three) years w.e.f. June 01, 2021 to May 31, 2024 and designated as Whole time Director from August 06, 2021 to May 31, 2024 on the terms and conditions including remuneration, as set out in explanatory statement."

4. **To Re-appoint Shri Hari Ram Sharma (DIN: 00178632) as Managing 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 Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) of the said Act and any other law for the time being in force and in compliance with Nomination and Remuneration Policy of the Company and subject to approval of Central Government (if required), the consent of the members be and is hereby accorded to the re-appointment of Shri Hari Ram Sharma (DIN: 00178632), as Managing Director on the Board of the Company for a further period of 3 (Three) years w.e.f. June 01, 2021 to May 31, 2024 on the terms and conditions including remuneration, as set out in explanatory statement."

5. **To Ratify the Cost Auditors' Remuneration for the Financial Year 2021-22**

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

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022, amounting to Rs. 50,000/- (Rupees Fifty Thousand only) as also the payment of taxes, as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified by the members of the Company."

### Registered Office:

SP-147, RIICO Industrial Area,  
Bhiwadi, Dist. Alwar  
(Rajasthan)-301019  
Tel: (01493)-265400,  
Fax: (01493)-265413  
e-mail: [csapmindustriesltd@gmail.com](mailto:csapmindustriesltd@gmail.com)  
website: [www.apmindustries.co.in](http://www.apmindustries.co.in)

### By Order of the Board

**Neha Jain**  
**Company Secretary**  
**(Membership No. : 48053)**

### Place : New Delhi

**Dated : August 06, 2021**

### NOTES:-

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or OVAM, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 47th AGM of the Company is being convened and conducted through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the 47th Annual General Meeting ('AGM') is annexed hereto.  
  
Information and facts as specified in the Regulations 36(3) of the 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, in respect of Directors seeking re-appointment at this AGM are also annexed to this Notice.
3. Since this AGM is being held pursuant to the MCA Circulars and SEBI 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 of the AGM are not annexed to this Notice.
4. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Relevant documents referred to in the Annual Report including Notice of AGM and Explanatory Statement are available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [csapmindustriestd@gmail.com](mailto:csapmindustriestd@gmail.com).
6. 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 at the AGM.
7. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) 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.
8. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name will appear in the Register of Members / list of Beneficial Owners received from the Depositories as on Friday, August 27, 2021.
9. All shares and dividend related correspondence may be sent to Registrar and Transfer Agent ('RTA') at the following address:  
**Skyline Financial Services Private Limited**  
 (Unit: APM Industries Limited)  
 D-153 A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi-110020  
 Tel: 011-40450193-97 Fax: 011-26812682  
 Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)  
 In all correspondence, please quote your DP ID & Client ID or Folio Number.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, September 23, 2021 to Thursday, September 30, 2021** (both days inclusive) for the purpose of Annual General Meeting.
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. 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 RTA, Skyline Financial Services Private Limited for assistance in this regard.
13. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice, inter-alia, explaining the manner of attending AGM through VC/ OAVM and electronic (e-voting) voting along with the Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants or Registrar and Transfer Agents ('RTA') of the Company, Skyline Financial Services Private Limited. Members may note that the Annual Report including Notice 2020-21 will also be available on Company's website [www.apmindustries.co.in](http://www.apmindustries.co.in) and website of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. 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.
15. During the AGM, Members may access the scanned copy of:
  - (i) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; and
  - (ii) Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act, or any other document as may be required.
16. 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](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.
17. The Company has a dedicated E-mail address [csapmindustriestd@gmail.com](mailto: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](http://www.apmindustries.co.in) has a dedicated section on Investors.
18. Process for those Shareholders whose email address are not registered:- Members, who are holding shares in physical/ electronic form and their e-mail addresses are not registered with the Company/ Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhaar Card, Driving Licence, Election Card, Passport, utility bill or any other Government document in support of the address proof of the Member as registered with the Company for receiving the Annual Report of FY 2020-21 along with Notice of AGM by email to [csapmindustriestd@gmail.com](mailto:csapmindustriestd@gmail.com) or [admin@skylinerta.com](mailto:admin@skylinerta.com). Members holding shares in demat form can update their email address with their Depository Participants.
19. **Instructions for e-Voting and joining the AGM are as follows:**  
 To comply with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended up to date and Regulation 44 of the Listing Regulations read with 'MCA Circulars', the Company is pleased to provide the facility to the Members to cast their votes, electronically through remote e-voting (prior to AGM) and e-voting (during the AGM) services provided by NSDL on all resolutions set forth in this Notice.
  - A. Instructions for Remote E-Voting prior to the AGM**
    - I. The remote e-Voting period commences at **09:00 A.M. (IST) on Monday, September 27, 2021** and ends at **05:00 P.M. (IST) on Wednesday, September 29, 2021**. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date **Friday, September 24, 2021** ("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 the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
    - II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend and participate in the AGM through VC/ OAVM means, but shall not be entitled to cast their e-vote again.
    - 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 should treat this Notice for information purpose only.
    - IV. Any person, who acquire shares and become Member of the Company after the date of electronic dispatch of the Notice and holding shares as on the cut-off date i.e. **September 24, 2021**,

may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if they are already registered with NSDL for remote e-voting then they can use their existing User ID and password to cast the vote.

#### V. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:-

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system

**Details on Step 1 are mentioned below:**

#### 1. Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p><b>1. NSDL IDEAS facility</b></p> <p><b>If you are already registered for the NSDL IDEAS facility</b></p> <p>(a) Please visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</p> <p>(b) On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section.</p> <p>(c) A new screen will open. You will have to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services.</p> <p>(d) Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</p> <p>(e) Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>If you are not registered for IDEAS e-Services</b></p> <p>The option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></p> <p><b>2. E-voting website of NSDL</b></p> <p>(a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p> <p>(b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>(c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>(d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="https://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. Once logged on you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important Note:-** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

#### 2. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

## 4. Your User ID details are 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***

## 5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system****How to cast your vote electronically and join General Meeting on NSDL e-Voting system**

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 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.

**Process for procuring user ID and password for e-voting for those shareholders whose email ids are not registered with the depositories / Company**

- In case shares are held in physical mode please provide 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) by email to (Company email id).
- In case shares are held in demat mode, please provide 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) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**B. Instructions for E-Voting during the AGM**

- The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members, who will be present at 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.

**C. Instructions for attending the AGM through VC / OAVM**

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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 in the notice to avoid last minute rush.
- II. The Members will be allowed to join the AGM through VC/ OAVM facility, fifteen (15) minutes before the scheduled time of commencement of the AGM and shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/ OAVM will be made available to atleast 1,000 members on first come- first-served basis. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served basis.
- III. For ease of conduct, the Company is pleased to provide two way video conferencing facility to the Members who would like to express their views/ ask questions at the AGM. The Members may register themselves atleast seven (7) days in advance as a speaker by sending their request along with questions from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [csapmindustriesltd@gmail.com](mailto:csapmindustriesltd@gmail.com). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions at the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries regarding financial statements or other matters may send their queries seven (7) days before the AGM mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [csapmindustriesltd@gmail.com](mailto:csapmindustriesltd@gmail.com). These queries will be replied by the Company suitably by email.
- IV. Members who need assistance before or during the AGM, can contact Skyline Financial Services Private Limited on [admin@skylinerta.com](mailto:admin@skylinerta.com) or [contact@skylinerta.com](mailto:contact@skylinerta.com) or contact Ms. Meenakshi or Ms. Anu, Phone No. 011-26812682, 40450193 to 97.

**20. General Guidelines for shareholders:**

1. Institutional/ Corporate members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution/ Authorisation Letter, etc. authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting. The said resolution/ authorization shall be sent to the Scrutinizer by email to [contact@csrms.com](mailto:contact@csrms.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful

attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990/1800-224-430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. In case of any queries or grievances relating to e-Voting, you may contact Ms. Sarita Motte, Authorised Person, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India through e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or on Toll Free No.: 1800-222-990 OR Ms. Meenakshi, Authorised Person, Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020., India through email at [admin@skylinerta.com](mailto:admin@skylinerta.com) or on Telephone No.: 011-40450193-97.

**21. Other Instructions:**

1. The Board of Directors has appointed 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 process of e-voting during the AGM and remote e-voting held before the AGM in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during the AGM and shall make, not later than 3 days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total e-votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the Scrutinizer's Report and declare the result of the voting forthwith.
3. The results of voting will be declared from the conclusion of the AGM i.e. on or before October 03, 2021 and the result declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after declaration of result by the Chairman or a person authorised by him and the result shall also be communicated to the Stock Exchange.
4. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the AGM scheduled to be held on Thursday, September 30, 2021.

**ANNEXURE TO THE NOTICE****DETAILS OF DIRECTORS SEEKING 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	Item No. 4
<b>Name of the Director</b>	Shri Shri Gopal Rajgahia	Shri Rajendra Kumar Rajgarhia	Shri Hari Ram Sharma
<b>Director Identification Number (DIN)</b>	00002245	00141766	00178632
<b>Date of Birth</b>	August 21, 1946	August 14, 1938	June 03, 1951
<b>Age</b>	74 Years	82 Years	70 Years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of first Appointment on Board</b>	July 26, 2000	August 01, 2004	March 01, 2012
<b>Qualification</b>	B. Tech (Hons.) and S.M. (MIT)	B. Com	B. Com
<b>Brief resume including experience, expertise in specific functional areas</b>	Shri Shri Gopal Rajgarhia is having more than 45 years of work experience in the field of Investment decision and financing activities.	Shri Rajendra Kumar Rajgarhia is having overall around 60 years of work experience. He is also having more than 50 years of work experience in the field textile industry. He is also having experience in financing activities, strategic planning in capital Budgeting. He is associated with the Company since long. He is being appointed as a Director on the Board of the Company since 2004. He is one of the Promoter and main contributor to the growth and development of the Company.	Shri Hari Ram Sharma is having around 48 years of work experience in Strategic planning for production and sales. He is also having more than 40 years of experience in the field of textile industries. He is associated with the Company since long. He is being appointed as a Director on the Board of the Company in the year 2012. He has rich experience in various areas of operation of the business and specialized skills in innovation, product development etc. Shri Hari Ram Sharma has put in much effort to improve the business performance and devoted attention to the developmental activities of the Company.
<b>Terms &amp; Conditions for appointment/re-appointment</b>	On-reappointment, he is liable to be retire by rotation	As detailed in the respective resolution and explanatory statement	As detailed in the respective resolution and explanatory statement
<b>Details of Remuneration / Remuneration last drawn</b>	He is eligible to receive sitting fee for attending the Board/ Committee Meetings	Disclosed in the Corporate Governance Report forming part of Annual Report.	Disclosed in the Corporate Governance Report forming part of Annual Report.
<b>Shareholding in APM Industries Limited (No. &amp; %)</b>	573850 (2.66%)	3850000 (17.81%)	1045 (0.00%)
<b>List of Directorships held in other Companies</b>	<ul style="list-style-type: none"> <li>- Sheevam Comfort Hotels Private Limited</li> <li>- Rovo Marketing Private Limited</li> <li>- Rajgarhia Leasing and Financial Services Pvt. Ltd.</li> <li>- Madhushree Properties (P) Ltd</li> <li>- Autometers Alliance Limited</li> </ul>	<ul style="list-style-type: none"> <li>- Perfectpac Limited</li> <li>- Rajgarhia Leasing and Financial Services Pvt. Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- Arvind Syntex Private Limited</li> <li>- Ajay Overseas Private Limited</li> </ul>
<b>Members / Chairman of Committees in APM Industries Limited</b>	- Member of Audit Committee	<ul style="list-style-type: none"> <li>- Member of Nomination and Remuneration Committee</li> <li>- Chairperson of Corporate Social Responsibility Committee</li> </ul>	<ul style="list-style-type: none"> <li>- Member of Stakeholders Relationship Committee</li> <li>- Member of Corporate Social Responsibility Committee</li> </ul>
<b>Members / Chairman in other Public Companies</b>	Nil	- Member of Nomination and Remuneration Committee of Perfectpac Limited	Nil
<b>Relationship with other Directors</b>	Shri Shri Gopal Rajgarhia being brother of Shri Rajendra Kumar Rajgarhia, Chairman, is related to him.  He is not related to any other Director and KMP of the Company	Shri Rajendra Kumar Rajgarhia being brother of Shri Shri Gopal Rajgarhia, Director, is related to him.  He is not related to any other Director and KMP of the Company	None
<b>Number of Meetings of the Board attended during the year</b>	Six	Six	Six



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

Shri Rajendra Kumar Rajgarhia was appointed as Whole Time Director designated as Chairman of the Company for a period of 5 years (Five Years) w.e.f. June 01, 2016 to May 31, 2021 on the terms and conditions including remuneration as approved in the 42nd Annual General Meeting of the Company held on September 24, 2016. There was revision in remuneration of Shri Rajendra Kumar Rajgarhia, as approved in the 44th Annual General Meeting of the Company held on September 22, 2018 and all other terms and conditions of his appointment in the Company as approved by the members of the Company was remain unchanged.

On the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company at its meeting held on dated May 31, 2021 has approved the re-appointment of Shri Rajendra Kumar Rajgarhia as Executive Director and Chairman of the Company for a further period of 3 years (Three Years) effective from June 01, 2021 to May 31, 2024, subject to the approval of the shareholders.

Further, on the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company at its meeting held on dated August 06, 2021 has also designated Shri Rajendra Kumar Rajgarhia as Whole time Director of the Company effective from August 06, 2021 to May 31, 2024, subject to the approval of the shareholders. All other terms and conditions including remuneration of his re-appointment in the Company approved by Board of Directors on May 31, 2021 Company shall remain unchanged.

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

Section 196(3) read with schedule V of the Companies Act, 2013, provides that a person, who has attained the age of 70 years, can be appointed as a Whole time Director, if approved by the members by passing a special resolution.

Keeping in view that Shri Rajendra Kumar Rajgarhia is B.com graduate and having more than 50 years of work experience in the field textile industry. He is associated with the Company since long. He is being appointed as a Director on the Board of the Company since 2004. During the term of his office, the Company has made a steady growth and strengthened its financial position. He has also been leading and guiding the operations of the Company, over a long period of time. Though he has attained the age of 82 years, he is at present in very good health and, in the opinion of the Board of Directors, he is in a position to discharge all his duties efficiently. Therefore, his appointment as Whole-time Director and Chairman will be in the interests of the Company.

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.

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. In view of the substantial time and effort required to be spent by the Chairman in the affairs relating to the Company, the Board of Directors upon recommendation of Nomination and Remuneration Committee of the Board at their meeting held on May 31, 2021 and August 06, 2021 have re-appointed Shri Rajendra Kumar Rajgarhia as Whole time Director and Chairman of the Company, subject to approval of shareholders.

The remuneration and terms and conditions of re-appointment of Shri Rajendra Kumar Rajgarhia, as approved and recommended by the Nomination

& Remuneration Committee of the Board of Directors of the Company in pursuance to the Section 197 and Schedule V of the Companies Act, 2013 is as under:

1. **Basic Salary:** Rs. 6,00,000/- per month w.e.f. June 01, 2021 which will be increased every year on 1st June by Rs. 50,000/- in the scale of Rs. 6,00,000/- – Rs. 50,000/- – Rs. 7,00,000/-.
2. **Commission:** 2% on the net profit of the Company computed in the manner laid down in the Companies Act, 2013.
3. **Perquisites and Allowances:** In addition, following perquisites and allowances shall be payable:
  - (i) House Rent Allowance @ 60% of the Basic Salary per month.
  - (ii) Provision of furnishings and expenses pertaining to supply of Gas, Electricity, Water and other utilities including repair will be borne / reimbursed by the Company.
  - (iii) Expenses pertaining to services of guard / watchmen, a gardener and a servant employed at his residence shall be borne / reimbursed by the Company.
  - (iv) Medical expenses actually incurred for self, wife and dependent subject to the condition that the total cost to the Company shall not exceed one month's salary per year or three month's salary in a period of 3 years.
  - (v) Reimbursement of actual traveling expenses for self and family for proceeding on leave once in a year to and from any place in India or outside India.
  - (vi) Reimbursement of membership fees in respect of Clubs will be subject to maximum of two Clubs.
  - (vii) Personal Accident / Medicaclaim Insurance Premium subject to limit of Rs. 25,000/- per annum.
  - (viii) Free use of the Company's car with driver for official as well as for personal purposes.
  - (ix) Telephone at residence at company's cost.
  - (x) Gratuity @ half month's basic salary for each completed year of services as per scheme of the Company.
  - (xi) Leave and leave encashment as per rules of the Company.
4. **Other Terms & Conditions:**
  - (i) No sitting fees will be paid to Shri Rajendra Kumar Rajgarhia for attending the meetings of Board of Directors or Committees thereof.
  - (ii) Shri Rajendra Kumar Rajgarhia shall be liable to retire by rotation.
  - (iii) Shri Rajendra Kumar Rajgarhia will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
  - (iv) Shri Rajendra Kumar Rajgarhia can resign from the services of the Company at any time by giving three months' notice. Similarly, his services can be terminated at any time by giving three months' notice.
  - (v) If at any time Shri Rajendra Kumar Rajgarhia ceases to be Director of the Company for any reason whatsoever, he shall ceases to be the Chairman of the Company.

(vi) In the event of absence or inadequacy of profits in any financial year, Shri Rajendra Kumar Rajgarhia will be paid salary and perquisites subject to the limits / conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013.

Subject to provisions of Section 197 and Schedule V of the Companies Act, 2013, (including any statutory modification or reenactment thereof, for the time being in force) the Board of Directors of the Company may alter/vary the terms and conditions of the said re-appointment from time to time, at its discretion.

Shri Rajendra Kumar Rajgarhia, satisfies all the conditions as set out in Section 196, 197, 198, 203 read with Schedule V referred of the Companies Act, 2013 for being eligible to be re-appointed as a whole time director and Chairman of the Company. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

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

Except Shri Rajendra Kumar Rajgarhia and Shri Shri Gopal Rajgarhia and their relatives, none of the Directors and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in item No. 3.

**Item No. 4**

Shri Hari Ram Sharma was appointed as Managing Director of the Company for a period of 5 years (Five Years) w.e.f. June 01, 2016 to May 31, 2021 on the terms and conditions including remuneration as approved in the 42nd Annual General Meeting of the Company held on September 24, 2016. There was revision in remuneration of Shri Hari Ram Sharma, as approved in the 44th Annual General Meeting of the Company held on September 22, 2018 and all other terms and conditions of his appointment in the Company as approved by the members of the Company was remain unchanged.

On the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company at its meeting held on dated May 31, 2021 has approved the re-appointment of Shri Hari Ram Sharma as Managing Director of the Company for a further period of 3 years (Three Years) effective from June 01, 2021 to May 31, 2024, subject to the approval of the shareholders.

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

Section 196(3) read with schedule V of the Companies Act, 2013, provides that a person, who has attained the age of 70 years, can be appointed as a Managing Director, if approved by the members by passing a special resolution.

Keeping in view that Shri Hari Ram Sharma has attained the age of 70 years in the month of June 2021. He is B.Com graduate and having more than 40 years of experience in the field of textile industries. He is associated with the Company since long. He has rich experience in various areas of operation of the business and specialized skills in innovation, product development etc. and therefore the Company requires his active involvement going forward. As Long Range Strategy Plan requires the involvement of Shri Hari Ram Sharma on a Whole-time basis to continue to play a strategic leadership role and guide the management team of the Company and motivate them to realise the longterm objectives. Therefore, his continued services are considered not only necessary but also is in the interest of the Company.

Under also the guidance of Shri Hari Ram Sharma, the Company has been recognized with the following awards:-

- The appreciation of the achievements in National Energy Conservation in the Textile Sector for the year 2013, the Govt. of India, Ministry of Power awarded the FIRST PRIZE under National Energy Conservation Award.
- In appreciation of the achievements in energy conservation in the Textile Sector for the year 2009-10 Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the Company.
- In appreciation of the achievements in Energy conservation in the Textile Sector for the year 2008-09, Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the Company.

The remuneration and terms and conditions of re-appointment of Shri Hari Ram Sharma, as approved and recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company in pursuance to the Schedule V of the Companies Act, 2013 is as under:-

1. **Basic Salary:** Rs. 5,50,000/- per month w.e.f. June 01, 2021 which will be increased every year on 1st June by Rs. 50,000/- in the scale of Rs. 5,50,000/- – Rs. 50,000/- – Rs. 6,50,000/-.
2. **Bonus/ Ex gratia:** Bonus / Ex gratia shall be paid, as payable to Senior Executives of the Company but not exceeding 20% of Basic Salary.
3. **Perquisites and Allowances:** In addition, following perquisites and allowances shall be payable:

- (i) Rent free furnished residential accommodation with free electricity the monetary value of which will be evaluated as per Rules 3 of the Income Tax Rules, 1962.

OR

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

- (ii) **Medical Benefits:** The total cost of medical expenses / allowance to the Company shall not exceed one month salary per year or three month's salary in a period of three years.
- (iii) **Leave and leave encashment** as per rules of the Company.
- (iv) **Leave Travel Allowance/ Concession:** For self and family once in a year shall not exceed one month salary per year.

- (v) Reimbursement of membership fees in respect of Clubs will be subject to maximum of two Clubs.
- (vi) Personal Accident / Mediciam Insurance Premium subject to limit of Rs. 25,000/- per annum.
- (vii) The Company's contribution towards Provident Fund as per rules of the Company.
- (viii) Gratuity @ half month's basic salary for each completed year of services as per scheme of the Company.
- (ix) Free use of the Company's car with driver for official as well as for personal purposes.
- (x) Telephone at residence at Company's cost.

**4. Other Terms & Conditions:**

- (i) No sitting fees will be paid to Shri Hari Ram Sharma for attending the meetings of Board of Directors or Committees thereof.
- (ii) Shri Hari Ram Sharma shall be liable to retire by rotation.
- (iii) Shri Hari Ram Sharma will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
- (iv) Shri Hari Ram Sharma can resign from the services of the Company at any time by giving three months' notice. Similarly, his services can be terminated at any time by giving three months' notice.
- (v) If at any time Shri Hari Ram Sharma ceases to be Director of the Company for any reason whatsoever, he shall ceases to be the Managing Director of the Company.
- (vi) In the event of absence or inadequacy of profits in any financial year, Shri Hari Ram Sharma will be paid salary and perquisites subject to the limits / conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013.

Subject to provisions of Section 197 and Schedule V of the Companies Act, 2013, (including any statutory modification or reenactment thereof, for the time being in force) the Board of Directors of the Company may alter/vary the terms and conditions of the said re-appointment from time to time, at its discretion.

Shri Hari Ram Sharma, satisfies all the conditions as set out in Section 196, 197, 198, 203 read with Schedule V referred of the Companies Act, 2013 for being eligible to be re-appointed as a Managing Director of the Company. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the Notice of AGM for approval of the members.

Except Shri Hari Ram Sharma being appointee, none of the Directors or Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**Item No. 5**

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 06, 2021, re-appointed Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876) as the Cost Auditor for conducting the Cost Audit for the financial year 2021-2022, on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) as also the payment of taxes, as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid 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. 5 of the Notice.

The Directors recommend that the remuneration payable to the Cost Auditor in terms of the resolution set out at Item No. 5 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. 5 of the Notice.