

**48<sup>th</sup>**  
**A****NNUAL**  
**REPORT**  
**2021-2022**

**APM INDUSTRIES LIMITED**

**CORPORATE INFORMATION**

**BOARD OF DIRECTORS**

Shri Rajendra Kumar Rajgarhia  
Chairman and Whole time Director

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**

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  
Website: www.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: info@skylinerta.com

**CORPORATE IDENTITY NUMBER**

L21015RJ1973PLC015819

**STOCK EXCHANGE**

BSE Limited

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**NOTICE**

NOTICE is hereby given that the **48th Annual General Meeting** of Members of **APM Industries Limited** will be held on Thursday, the **22nd day of September, 2022 at 12:30 P.M. (IST)** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a Final Dividend @ Re. 1.00/- per equity share (i.e. 50%) on face value of Rs. 2/- per share for the Financial Year 2021-2022.
3. To appoint a Director in place of Shri Hari Ram Sharma (DIN: 00178632), who retires by rotation and, being eligible, offers himself for re-appointment.
4. **To Re-appoint and fix the remuneration of Statutory Auditors**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), be and is hereby re-appointed as Statutory Auditors of the Company to hold office, for second term of 5 (Five) consecutive years from Financial year 2022-23 to 2026-27, from the conclusion of this Annual General Meeting (AGM) till the conclusion of AGM to be held in the Year 2027, to examine and conduct the audit of the accounts of the Company, at such remuneration plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred, as may be mutually agreed between the Board of Directors and Statutory Auditors from time to time."

**SPECIAL BUSINESS**

5. **To Continue Directorship of Smt. Uma Hada (DIN: 06463684) as 'Non-Executive, Independent Director' on the Board of the Company after attaining the age of 75 (Seventy-five) years on July 14, 2023**

To consider and if thought fit, to pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto) and pursuant to the recommendations of the Nomination and Remuneration Committee and by the Board of Directors of the Company, approval of the Members be and is hereby accorded to the continuation of Directorship of Smt. Uma Hada (DIN: 06463684) as 'Non-Executive, Independent Director' on the Board of the Company after attaining the age of 75 (Seventy-five) years on July 14, 2023."

6. **To Ratify the Cost Auditors' Remuneration for the Financial Year 2022-23**

To consider and if thought fit, to pass 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, 2023, amounting to Rs. 55,000/- (Rupees Fifty Five Thousand only) excluding taxes, as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved and 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**

**M. No.: 48053**

**Place : New Delhi**

**Dated : August 02, 2022**

**NOTES:-**

1. In view of the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 05, 2022 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively (collectively referred to as 'SEBI Circulars'), permitted the holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the MCA Circulars and the SEBI Circulars, the 48th AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be the deemed to be the venue for the AGM.

2. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the special business to be transacted at the 48<sup>th</sup> Annual General Meeting ('AGM'), is annexed.

Information pursuant to the provisions of 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 and Attendance Slip are not annexed to the Annual Report.

However, in pursuance of Section 112 and Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and to vote through electronic means.

4. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on [csapmindustriesltd@gmail.com](mailto:csapmindustriesltd@gmail.com).
6. In case of joint holders, 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. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.apmindustries.co.in/investors/updation-of-kyc-details-compulsory-issue-of-shares-in-dematerialized-form/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Registrar and Share Transfer Agent ('RTA') in case the shares are held in physical form.
8. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required.
9. The 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 **August 26, 2022**.
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, 1<sup>st</sup> Floor, Okhla Industrial Area,

Phase-I, New Delhi-110020

Tel: 011-40450193-97

Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

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

11. The Register of Members and Shares Transfer Books of the Company shall remain closed from **Friday, September 16, 2022** to **Thursday, September 22, 2022** (both days inclusive) for the purposes of the AGM and determining the eligibility of the Members entitled to dividend, subject to the approval of the Members at the AGM.

The Company has fixed **Friday, September 16, 2022** as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Shareholders and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('IT Act'). For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company's RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

## 12. Change of Address or Other Particulars

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

• **For shares held in electronic form:** to their Depository Participants (DPs); and

• **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters for furnishing the required details. The said form can be downloaded from the Company's website <https://www.apmindustries.co.in/investors/updation-of-kyc-details-compulsory-issue-of-shares-in-dematerialized-form/>.

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 voting (e-voting) along with the Annual Report for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants or RTA of the Company. Members may note that the Annual Report including Notice 2021-22 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. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.apmindustries.co.in/investors/updation-of-kyc-details-compulsory-issue-of-shares-in-dematerialized-form/> and on the website of the Company's RTA at <https://www.skylinerta.com/investor-charter.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

17. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and any other relevant documents, upon log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>.

18. Members are requested to note that, dividends if not encashed for a 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"). Further, all the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to 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.

19. The Company has a dedicated E-mail address [csapmindustriesltd@gmail.com](mailto:csapmindustriesltd@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.

**20. Instructions for e-Voting and joining the AGM are as follows:**

- (i) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with MCA and SEBI Circulars in relation to e-voting provided by Listed Entities, the Members are provided with the facility to cast their votes electronically, through remote e-voting services provided by NSDL on all resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- (ii) The remote e-Voting period commences at **09:00 A.M. (IST) on Monday, September 19, 2022** and ends at **05:00 P.M. (IST) on Wednesday, September 21, 2022**. During this period, Members holding shares either in physical form or in dematerialized form, as on the Cut-off date **Friday, September 16, 2022** ("Cutoff date"), may cast their vote electronically.
- (iii) The e-voting module shall be disabled by NSDL for voting thereafter. Member have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing **September 19, 2022 to September 21, 2022** or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- (iv) 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 e-vote again.
- (v) 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.
- (vi) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [admin@skylinerta.com](mailto:admin@skylinerta.com). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- (vii) The details of the process and manner for remote e-voting are explained herein below:-

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 on NSDL e-Voting system



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

**(I) Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in dematerialized mode**

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/

websites of Depositories/ DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in dematerialized 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, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>(a) Visit the e-Services website of NSDL. Open web browser and type the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>(b) Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>(c) A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>(d) Click on "Access to e-Voting" appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</li> <li>(e) Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>(a) Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>(b) Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdasDirectReg.jsp</a></li> <li>(c) Please follow steps given above in points (a) to (e).</li> </ol> <p><b>2. E-voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>(a) Open web browser and type 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.</li> <li>(b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>(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.</li> <li>(d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-voting service provider-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 and e-voting during the meeting.</li> </ol> <p><b>3. Shareholders/Members can also download NSDL mobile app "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. by scanning the QR code mentioned below for seamless voting experience.</b></p> <p>NSDL Mobile App is available on</p> <p>App Store Google Play</p>  

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>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></li> <li>Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their DPs	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</li> <li>Once logged-in, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on options available against Company name or e-voting service provider-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 and e-voting during the meeting.</li> </ol>

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

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

Login type	Helpdesk details
Securities held with NSDL	Please 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
Securities held with CDSL	Please 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

**(II). Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in dematerialized mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by clicking the 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 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.

5. 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 EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. 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 by NSDL. 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 from [evoting@nsdl.com](mailto:evoting@nsdl.com). 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'.
  - In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice.

7. 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, PAN, name and registered address.
  - Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - Now, you will have to click on "Login" button.
  - After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step-2 are mentioned below:-****How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. 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 Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**21. Process for those shareholders 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:**

1. 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 [csapmindustriesltd@gmail.com](mailto:csapmindustriesltd@gmail.com) or [admin@skylinerta.com](mailto:admin@skylinerta.com).
2. In case shares are held in dematerialized 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 [csapmindustriesltd@gmail.com](mailto:csapmindustriesltd@gmail.com) or [admin@skylinerta.com](mailto:admin@skylinerta.com). If you are an Individual shareholders holding securities in dematerialized mode, you are requested to refer to the login method explained at step 1 (I) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in dematerialised mode.
3. 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.
4. 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.

**22. Instructions for Members for E-Voting on the day of the AGM are as under:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- 23. 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 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 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, thirty (30) 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. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
  - III. Members are encouraged to join the Meeting through Laptops for better experience.
  - IV. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - V. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - VI. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [csapmindustriesltd@gmail.com](mailto:csapmindustriesltd@gmail.com). The same will be replied by the company suitably.
  - VII. Members who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request 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) from Wednesday, September 14, 2022 (9:00 AM IST) to Friday, September 16, 2022 (5:00 PM IST). A Member who has registered as a speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
  - VIII. 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.

- IX. 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. Rati, Phone No. 011-26812682, 40450193 to 97.

#### 24. 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, the RTA by email to [admin@skylinerta.com](mailto:admin@skylinerta.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. Rati, 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.: 011-26812682, 011-40450193-97.

#### 25. 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, immediately 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 within 2 working days from the conclusion of the AGM i.e. on or before September 25, 2022 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. The recorded transcript of the AGM shall be placed on the Company's website [www.apmindustries.co.in](http://www.apmindustries.co.in) in the Investors Section, as soon as possible after conclusion of AGM.
5. 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 22, 2022.



**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. 3	Item No. 5
<b>Name of the Director</b>	Shri Hari Ram Sharma	Smt. Uma Hada
<b>Director Identification Number (DIN)</b>	00178632	06463684
<b>Date of Birth</b>	June 03, 1951	July 14, 1948
<b>Age</b>	71 Years	74 Years
<b>Nationality</b>	Indian	Indian
<b>Date of first Appointment on Board</b>	March 01, 2012	April 08, 2015
<b>Qualification</b>	B. Com	B.A.
<b>Brief resume including experience, expertise in specific functional areas</b>	Shri Hari Ram Sharma having around 49 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.	Smt. Uma Hada is having around 14 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.
<b>Terms &amp; Conditions for re-appointment</b>	On-reappointment, he is liable to retire by rotation.	Non-Executive Independent Director
<b>Details of Remuneration / Remuneration last drawn</b>	Disclosed in the Corporate Governance Report forming part of Annual Report.	She is eligible to receive sitting fee for attending the Board and Committee Meetings.
<b>Shareholding in APM Industries Limited (No. &amp; %)</b>	5560 equity shares (0.03%)	2002 equity shares (0.01%)
<b>List of Directorships held in other Companies</b>	- Arvind Syntex Private Limited - Ajay Overseas Private Limited	- Hada Textile Industries Limited - Uma Properties and Traders Limited
<b>Members / Chairman of Committees in APM Industries Limited</b>	- Member of Stakeholders Relationship Committee - Member of Corporate Social Responsibility Committee	- Member of Audit Committee  - Member of Nomination and Remuneration Committee
<b>Members / Chairman of Committees in other Public Companies</b>	Nil	Nil
<b>Listed Companies from which Director has resigned in the past three years</b>	Nil	Nil
<b>Relationship with other Directors and KMP</b>	None	None
<b>Number of Meetings of the Board attended during the year</b>	Attended 5 out of 5 Board Meetings	Attended 1 out of 5 Board Meetings

**EXPLANATORY STATEMENT****(Pursuant to Section 102 of the Companies Act, 2013)****Item No. 4**

This explanatory statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, however, the same is strictly not required as per Section 102 of the Companies Act, 2013.

The Members at the Forty Third (43rd) Annual General Meeting of the Company held on September 25, 2017, had approved the appointment of M/s Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), as Statutory Auditors of the Company, to hold office till the conclusion of the Forty Eighth (48th) Annual General Meeting i.e. completes its first term of 5 (five) consecutive years at the conclusion of this Annual General Meeting.

After considering the evaluation of the past performance, experience and expertise of M/s. Chaturvedi & Partners and on the recommendation of Audit Committee, the Board of Directors at its meeting held on May 17, 2022 has recommended the re-appointment of M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), as Statutory Auditors of the Company to hold office for period of second term of 5 (Five) consecutive years from the conclusion of this 48th Annual General Meeting till the conclusion of the 53rd Annual General Meeting of the Company, to be held in year 2027. The Board also recommended the remuneration paid to M/s. Chaturvedi & Partners.

M/s. Chaturvedi & Partners has more than 40 years of vast experience in Statutory Audit, Internal Audit, Advisory, Accounting Compliance & reporting, Tax Compliance, Tax Audit and other allied services for various listed and unlisted companies, being Statutory Auditors. The firm has 6 (six) partners and has a valid Peer Review certificate.

The proposed Statutory Auditors have consented to the aforesaid re-appointment and confirmed that their re-appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be re-appointed as Statutory Auditors of the Company and certified that satisfies the criteria provided under section 141 of the Act and rules made thereunder.

Proposed fees payable to the Statutory Auditor is Rs. 5,48,500 (including Tax Audit and Limited Review Certification) of Audit in connection with the audit of the accounts of the Company for the financial year 2022-23 with the power to the Board of Directors to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration for remaining tenure of 4 (Four) years, in such manner and to such extent as may be mutually agreed with the Auditors.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

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

**Items to Special Business****Item No. 5**

Pursuant to the provision of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April 01, 2019, no listed Company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Smt. Uma Hada (DIN: 06463684) is a 'Non-Executive, Independent Director' on the Board of the Company and not liable to be retire by rotation. Smt. Uma Hada has been a Director of the Company since April 08, 2015. She also member of the Audit Committee and Nomination and Remuneration Committee of the Company. As on date, she is holding 2,002 equity shares of the Company.

Smt. Uma Hada will attain the age of 75 years on July 14, 2023, it is necessary to approve by members of the Company for continuation of her directorship on the Board of Directors of the Company by passing Special Resolution.

In the opinion of the Board, Smt. Uma Hada fulfils the conditions for continuance of Directorship as 'Non-Executive, Independent Director' on the Board of the Company as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors also considering her experience, expertise and contribution in the growth of the Company. Smt. Uma Hada is only one Woman Director currently on the Board of the Company who bring in gender diversity to the Board.

Also, 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, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated August 02, 2022 proposes the continuation of directorship of Smt. Uma Hada as a 'Non-Executive, Independent Director' on the Board of the Company, subject to the approval of members to be passed at this Annual General Meeting.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 5 of the Notice of the AGM for approval of the members.

**Item No. 6**

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 02, 2022, re-appointed Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876) as the Cost Auditor for conducting the Cost Audit for the financial year 2022-2023, on a remuneration of Rs. 55,000/- (Rupees Fifty Five Thousand only) excluding 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. 6 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 6 of the Notice of the AGM for approval and ratification of the members.

**Registered Office:**

SP-147, RIICO Industrial Area,  
Bhiwadi, Dist. Alwar  
(Rajasthan)-301019  
Tel: (01493)-265400,  
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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  
M. No.: 48053

**Place : New Delhi****Dated : August 02, 2022**