



IS/ISO 9001 - 2000

APM INDUSTRIES LIMITED

910, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019

Phone : (011) 26441015-17 Fax : (011) 26441018

E-mail : delhi@apmindustries.co.in

CIN No. : L21015RJ1973PLC015819

Website : www.apmindustries.co.in

September 04, 2019

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai - 400001

Ref: Stock Code 523537

Sub: Annual Report for FY 2018-19 & Book Closure Dates

Dear Sir,

Pursuant to the provisions of Regulation 30, 34, 42 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform the following:

1. The 45th Annual General Meeting ('AGM') of APM Industries Limited is scheduled to be held on Saturday, September 28, 2019 at 11:30 A.M. (IST) at the Registered Office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan)-301019 to transact businesses as set out in the Notice of AGM. Copy of Annual Report for Financial Year 2018-19 including Notice of AGM of the Company is enclosed;
2. The Company is providing facility to the members to cast their votes by electronic means, as per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, on all the resolutions set out in the Notice for 45th AGM; and
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2019 to Saturday, September 28, 2019 (both days inclusive) for the purpose of AGM and determining the eligibility for the payment of dividend @ Rs. 0.50/- per equity share of Rs. 2/- each of the Company, subject to approval of shareholders in the ensuing AGM.

This is for your information and records.

Thanking you,

Yours faithfully,
For APM Industries Limited

Neha Jain

Neha Jain
Company Secretary



Encl: as above

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

APM INDUSTRIES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Shri Rajendra Kumar Rajgarhia
Chairman

Shri Hari Ram Sharma
Managing Director

Shri S G Rajgarhia
Non-Executive Director

Shri Khushi Ram Gupta
Independent Director

Shri Ram Ratan Bagri
Independent Director

Smt. Uma Hada
Independent Director

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Ms. Neha Jain

REGISTERED OFFICE & WORKS

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

CORPORATE OFFICE

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

STATUTORY AUDITORS

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

INTERNAL AUDITORS

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

BANKERS

State Bank of India
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

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

CORPORATE IDENTITY NUMBER

L21015RJ1973PLC015819

STOCK EXCHANGE

BSE Limited

WEBSITE

www.apmindustries.co.in

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the **45th** Annual General Meeting (AGM) of the Members of APM Industries Limited will be held on Saturday the **28th** day of **September, 2019** at **11:30 A.M.**, at its Registered Office at **SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019** to transact the following business:

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

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

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

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

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

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

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

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

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

"RESOLVED THAT, subject to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any amendment therein) the reappointment of Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876), as Cost Auditor to audit the cost records maintained by the Company for the Financial Year 2019-20 on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) (apart from reimbursement of out-of-pocket expenses incurred for the purpose of Audit) be and is hereby ratified by the members of the Company.

RESOLVED FURTHER THAT any Directors or Key Managerial Personnel of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

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

By Order of the Board

Neha Jain
Company Secretary
(Membership No. 48053)

Place : New Delhi
Dated : August 01, 2019

NOTES

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
Information pursuant to provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 3, is annexed to this notice.
Further, the information and facts as specified in the Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India for Item No. 4 & 5 has been given in the respective explanatory statement annexed to this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint one person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing a proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A proxy form is annexed herewith.
3. Corporate Members intending to send their authorised representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative (s) to attend and vote on their behalf at the Meeting.
4. All the documents referred to in the Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.
Further, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. Members /Proxies /Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
6. Members of the Company had approved the appointment of M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No.307068E) for another term of five consecutive years, as the Statutory Auditors at 43rd Annual General Meeting (here in after referred as 'AGM') which is valid till 48th AGM of the Company. In accordance with Companies (Amendment) Act, 2017, made effective from May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM. Hence, the appointment of M/s. Chaturvedi & Partners, Chartered Accountants has not been placed for ratification as Statutory Auditors before the members at ensuing AGM.
7. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(4) of Companies (Share Capital and Debentures) Rules, 2014, members of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.
9. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 (three) days written notice is given to the Company.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2019 to Saturday, September 28, 2019** (both days inclusive) for the purpose of Annual General Meeting.
11. All share and dividend related correspondence may be sent to RTA at the following address:
Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Tel: 011-40450193-97
Fax: 011-26812682-83
Email: admin@skylinerta.com
In all correspondence, please quote your DP ID & Client ID or Folio Number.
12. **Change of Address or Other Particulars**
Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to:
 - RTA of the Company in respect of shares held in physical form; and
 - The Depository Participants in respect of shares held in electronic form.
13. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
14. The Securities and Exchange Board of India vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the Company in physical form, to furnish to the Company / its Registrar and Transfer Agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or RTA. Members are requested to send (a) self-attested copy of PAN card of all the holders; and (b) original cancelled cheque leaf with names of shareholders or bank passbook showing names of members, duly attested by an authorised bank official.
15. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Share Transfer Agent, Skyline Financial Services Private Limited for assistance in this regard.
16. **Green Initiative** – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode. Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at admin@skylinerta.com or csapmindustriesltd@gmail.com.
Member holding shares in dematerialized form may get email address registered/updated by providing E-mail ID to their Depository Participant(s).
17. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2018-19 are being sent electronically to the members whose E-mail IDs are registered with the Company / Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.
18. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the AGM so that answers may be provided at the Meeting.

19. With a view to serving the Members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company or RTA to consolidate their holdings in one folio.

20. The Notice of the AGM and the Annual Report for the Financial Year 2018-19 are also available on the Company's website www.apmindustries.co.in. The Notice is also available on www.evoting.nsd.com.

21. The Company has a dedicated E-mail address csapmindustriesltd@gmail.com or delhi@apmindustries.co.in for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

The Company's website www.apmindustries.co.in has a dedicated section on Investors.

22. The Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within 30 days from the date of declaration, to those members whose names appear on the Register of Members as at **Friday, September 20, 2019**. The Final Dividend is Rs. 0.50/- per Equity Share.

23. In order to enable the Company to directly credit the dividend amount in the bank accounts:

- Shareholders holding shares in demat accounts are requested to update their Bank Account details with their respective Depository Participants.
- Shareholders holding shares in physical form are requested to provide the cancelled cheque (should be mentioned on the cheque Name of first account holder, Bank Name, Branch, IFSC Code, MICR Code) along with an authorization letter allowing the Company to directly credit the dividend in their bank accounts.

24. Unpaid/Unclaimed dividend for the Financial Year 2011-12 (Final Dividend) and 2012-13 (Interim Dividend), must be claimed on or before October 21, 2019 and December 13, 2019 respectively, as the amount remaining unclaimed after the said date, would be transferred to Investor Education & Protection Fund within a period of 30 days thereof.

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

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

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

25. Voting Options:

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

Voting through electronic means-

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

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

II. The facility for voting through Polling Paper ("Poll") shall also be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the Meeting through Poll at the AGM.

III. The shareholders can opt for only one mode of voting i.e. remote e-Voting or Poll at the meeting. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and voting through Poll at the Meeting will not be considered. The members who have cast their vote by remote e-Voting may also attend the Meeting but shall not be entitled to cast their vote again.

IV. The remote e-Voting period commences at **9:00 A.M. (IST) on Wednesday, September 25, 2019** and ends at **5:00 P.M. (IST) on Friday, September 27, 2019**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date **Saturday, September 21, 2019** ("Cut-off date"), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

- Members whose email address is registered with the Company / Depository Participant will receive an e-mail from NSDL. Open e-mail and open PDF file viz.; "Remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password for remote e-Voting. Please note that the password is an initial password. Members are requested to go through the following steps to cast votes through remote e-Voting.

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

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

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

Details on Step 1 is mentioned below:

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/>.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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.
- Your User ID details will be as per details given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL. ***	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- v.) Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi.) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details / Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii.) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii.) Now, you will have to click on "Login" button.
- ix.) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail contact@csrms.com to with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login

to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.

- 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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
 - A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.
 - Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.
 - Mr. Ravi Sharma (FCS No. 4468, C.P. No.: 3666), and/or Ms. Suman Pandey (FCS No. 7606, C.P. No.: 8404) Partners of M/s. RSM & Co., Company Secretaries, has been appointed as 'Scrutinizer' to scrutinize the remote e-Voting and Poll process in a fair and transparent manner.
 - The Chairman shall, at the end of discussion on the resolutions placed at the AGM on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of Polling Paper for all those members/ proxies who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
 - The Scrutinizer shall after the conclusion of voting at the AGM, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairman or a person as authorised by him in writing.
 - The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.apmindustries.co.in and on the website of NSDL immediately after declaration of result by the Chairman or a person so authorised and the results shall also be communicated to the Stock Exchange. The results shall be displayed at the Registered Office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019.
 - In case of any queries or grievances relating to e-Voting, you may contact Mr. Nipul Shah, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India through e-mail at evoting@nsdl.co.in or on Toll Free No.: 1800-222-990 / Telephone No.: 022- 24994738 OR Mr. Virender Kumar Rana, Director, Skyline Financial Services Pvt Ltd., D-153A, 1st floor, Okhla Industrial Area, Phase-I, New delhi-110020, India through e-mail at admin@skylinerta.com or on Telephone No.: 011-40450193-97.
 - Members may also write to the Company Secretary of the Company at the address: csapmindustriesltd@gmail.com or contact at telephone no. 011-26441022.
 - For Members whose e-mail address is not registered with the Depository Participants(s) or who had requested a physical copy shall follow the below mentioned steps:
 - Initial password is provided at the bottom of the Attendance Slip for the Meeting.
 - Please follow Steps 1 and 2 as explained above, to cast your vote.
- The voting rights of Members shall be proportionate to their share of the paid-up capital of the Company as on the cut-of date i.e. **Saturday, September 21, 2019**. Any person becoming Member of the Company after the dispatch of the Notice convening 45th AGM and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com.

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

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

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

EXPLANATORY STATEMENT

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

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

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

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

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

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

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

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

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

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

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

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

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

Item No. 5

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

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

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

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

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

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

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

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

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

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

Item No. 6

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

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

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

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

Registered Office:

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

By Order of the Board

Neha Jain
Company Secretary
(Membership No. 48053)

Place : New Delhi
Dated : August 01, 2019

BOARD'S REPORT

To

The Members**APM Industries Limited**

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

1. FINANCIAL SUMMARY

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

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

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

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

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

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

2. STATE OF COMPANY AFFAIRS & OPERATIONS

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

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

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

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

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There is no change in the nature of business of your Company during the year under review except transfer of Finance and Investment undertaking to APM Finvest Ltd. with effect from 01.04.2018.

4. TRANSFER TO RESERVES

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

5. EXPORTS

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

6. EXPANSION AND MODERNIZATION

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

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

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

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

7. DIVIDEND

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

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

8. SCHEME OF ARRANGEMENT

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

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

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

9. CAPITAL STRUCTURE

Authorised Share Capital

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

Paid up Share Capital

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

10. SUBSIDIARY

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

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

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Appointment, Re-appointment and Resignation

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

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

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

Declaration by Independent Directors

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

Annual Performance Evaluation of the Board

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

Meetings of the Board

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

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

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

13. AUDITORS & AUDIT REPORTS

Statutory Auditors

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

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

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

Secretarial Auditor

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

Cost Auditor

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

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

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

Internal Auditor

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

14. DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts, the applicable explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year i.e. March 31, 2019 and of the profit of the Company for the year ended March 31, 2019;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; the Directors have prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. INTERNAL FINANCIAL CONTROLS

The details on Internal Financial Control System and their adequacy are provided in the Management Discussion and Analysis Report of the Company, which forms part of the Annual Report.

16. DETAILS OF FRAUDS REPORTED BY AUDITORS

There were no frauds reported by the Statutory Auditors under the provisions of Section 143(12) of the Companies Act, 2013 and the Rules made there under.

17. DISCLOSURES OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its operations in future.

18. CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility ('CSR') Committee

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the applicable rules made there under, the Company has a duly constituted CSR Committee. The details of the Committee are provided in the Corporate Governance Report of the Company, which forms part of the Annual Report.

CSR Policy

The contents of the CSR Policy of the Company as approved by the Board on the recommendation of the CSR Committee is available on the website of the Company and can be accessed through the web link: <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-CSR.pdf>

CSR initiatives undertaken during the financial year 2018-19

The Annual Report on CSR Activities undertaken by Company during the financial year 2018-19, is annexed as **Annexure-2** which forms part of this Report.

During the financial year 2018-19, the Company has spent Rs. 53.73 lakh on CSR activities.

19. COMMITTEES OF BOARD

The Company has the following committees of the Board of Directors and the details pertaining to such committees are mentioned in the Corporate Governance Report, which forms part of the Annual Report.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

20. LISTING OF SECURITIES

As on the date of this report, the Company has its Equity Shares listed on the BSE Limited. The Company has paid the Annual Listing

Fees for the financial year 2019-20 for all its listed securities to the Stock Exchange.

21. NOMINATION AND REMUNERATION POLICY

In terms of the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the Listing Regulations, the NRC is responsible for formulating the criteria for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board, a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Policy is enclosed in **Annexure-3** as a part of this report in compliance with Section 134(3) of the Companies Act, 2013.

The Nomination and Remuneration Policy of the Company is available on the website of the Company at <http://apmindustries.co.in/wp-content/uploads/2019/08/Policy-NRC.pdf>

22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company had formulated a policy on Related Party Transactions ('RPTs'), dealing with the review and approval of RPTs. Prior omnibus approval is obtained for RPTs which are of repetitive nature. All RPTs are placed before the Audit Committee for review and approval.

All RPTs entered into during FY 2018-19 were in the ordinary course of business and on arm's length basis. No material RPTs were entered into during FY 2018-19 by the Company as defined in the Policy on RPTs. Accordingly, the disclosure of RPTs as required under Section 134(3)(h) of the Act in Form AOC 2 is not applicable. Your Directors draw attention of the members to Note No. 50 to the Financial Statements which sets out the Related Party disclosures.

23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The prescribed details as required under Section 134(3) (m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, are annexed as **Annexure-4** to this Report.

24. PARTICULARS OF EMPLOYEES

Disclosure with respect to the remuneration of Directors and Employees as required under Section 197 (12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed as **Annexure-5** which forms part of this Report.

In terms of the second proviso to Section 136 of the Act, the Reports and Accounts are being sent to the shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. The said information is available for inspection by the Members at the Registered Office of the Company on any working day of the Company upto the date of the 45th Annual General Meeting.

25. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) and Section 134(3)(a), the extract of the Annual Return as on March 31, 2019 in Form No. MGT – 9 is attached as **Annexure-6** to this Report. Additionally, your Company has also placed a copy of annual return for the financial year 2017-18 on its website at http://apmindustries.co.in/wp-content/uploads/2019/08/AR_2018.pdf.

26. CORPORATE GOVERNANCE

As a responsible corporate citizen, the Company is committed to maintain the highest standards of Corporate Governance and believes in adhering to the best corporate practices prevalent globally.

A detailed Report on Corporate Governance pursuant to the requirements of Regulation 34 read with Schedule V of the SEBI Listing Regulations, 2015, is attached to this Report as **Annexure-7**. A certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance, as stipulated in Clause E of Schedule V to the SEBI Listing Regulations, 2015 is attached to the Corporate Governance Report.

The Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the year ended March 31, 2019. A certificate from the Managing Director confirming the same is attached to the Corporate Governance Report.

A certificate from the Managing Director and CFO confirming correctness of the financial statements, adequacy of internal control measures, etc. is also attached to the Corporate Governance Report.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the financial year 2018-19, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Report as **Annexure-8**.

28. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism for Directors and Employees by adopting Whistle Blower Policy which is available on the website of the Company and web link thereto is <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-WBM.pdf>

29. PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Details of loans, guarantees/ securities and investments along with the purpose for which the loan, guarantee or security is proposed to be utilized by the recipient have been disclosed in Notes to the Financial Statements.

30. MATERIAL CHANGES AND COMMITMENTS

Due to the Scheme of Arrangement w.r.t Demerger, the 'Finance and Investment undertaking' of the APM Industries Limited has been demerged and subsequent amalgamation with APM Finvest Limited. Accordingly, all assets and Liabilities of Finance and Investment undertaking of the Company have been transferred to APM Finvest Limited.

31. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company confirms compliance with the applicable requirements of Secretarial Standards 1 and 2.

32. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual Directors, pursuant to the provisions of the Act and Listing Regulations.

The performance of the Board was evaluated by the entire Board after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the Committees was evaluated after seeking inputs from the Committee members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on 5th January 2017.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company after taking into account the views of Executive Directors and Non-Executive Directors, was evaluated. The Board and the NRC reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In the Board meeting that followed the meeting of the Independent Directors and meeting of the NRC, the performance of the Board, its Committees, and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

33. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has Zero Tolerance towards any action on the part of any employee which may fall under the ambit of 'Sexual Harassment'

at workplace, and is fully committed to uphold and maintain the dignity of every woman executive working in the Company. The Company's Policy provides for protection against sexual harassment of women at workplace and for prevention and redressal of such complaints.

Further, the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

34. INVESTOR SERVICES

In its endeavour to improve investor services, your Company has taken the following initiatives:

- An Investors Section on the website of the Company (www.apmindustries.co.in) has been created.
- There is a dedicated e-mail id csapmindustriesltd@gmail.com for sending communications to the Company Secretary.

Members may lodge their requests, complaints and suggestions on this e-mail as well.

35. ACKNOWLEDGMENTS

Your Directors acknowledge with gratitude the cooperation and assistance received from the Central and State Government Authorities. Your Directors thank the Shareholders, Financial institutions, Banks/ other Lenders, Customers, Vendors and other business associates for the confidence reposed in the Company and its management and look forward to their continued support. The Board places on record its appreciation for the dedication and commitment of the employees at all levels, which has continued to be our major strength. We look forward to their continued support in the future.

For and on behalf of the Board

Rajendra Kumar Rajgarhia
Chairman
DIN : 00141766

Place : New Delhi
Dated: August 01, 2019

Annexure - 1**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Members

APM Industries Limited

CIN: L21015RJ1973PLC015819

Registered Office: RIICO Industrial Area

Bhiwadi, Dist. Alwar

Rajasthan- 301019

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **APM INDUSTRIES LIMITED** (hereinafter called the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board - Processes and Compliance – Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2019 according to the provisions of :-

1. The Companies Act, 2013("the Act") and Rules made thereunder as amended/modified;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent applicable;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 and 2018 (Not applicable to the Company during the Financial Year 2018-2019);
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
 - (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable to the Company during the Financial Year 2018-2019);
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the Financial Year 2018-2019);
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Financial Year 2018-2019);
 - (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares)

Regulations, 2013 (Not applicable to the Company during the Financial Year 2018-2019);

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable.
- (i) The Depositories Act 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations,2018, to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client to the extent to securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.

Circulars/guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:-

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except** in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Submission of voting result of AGM as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosures 2015 Requirements) Regulations,	Late submission by the Company	The voting result of AGM was not submitted within 48 hours. It was submitted on 24.08.2018 at 16:32:25 and the meeting was held on 22.09.2018 and concluded at 11:55:00 Revised E-Voting result was submitted on 28.09.2018
2.	Compliance as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.	Non adoption on time	The Company has adopted the Revised (Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information' (Revised Code) in Compliance with SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018 in the board meeting dated 29th May, 2019. The revised code was effective from 1st April, 2019.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) No actions taken against the listed entity/its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued.

6. We further report that, we relied on the representation made by the Company and its officer for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company;
7. We further report that the compliances by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.
8. We have also examined the compliances with the applicable clauses of the following:-

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India; and

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

9. We further report that:-

Annexure-1

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

Adequate notice is given to all Directors to schedule the Board Meetings, agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

Majority of decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of meetings of the Board of Directors or committee of the Board, as the case may be.

There are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company has passed following resolution which is having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standard etc:-

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

This report is to be read with our letter of even date which is annexed as "Annexure-1" and form an integral part of this report.

**For RSM & CO.
Company Secretaries**

**RAVI SHARMA
PARTNER
FCS NO. 4468, C. P. NO. 3666**

Dated : August 01, 2019
Place : New Delhi

To
The Members
APM Industries Limited
CIN: L21015RJ1973PLC015819
Registered Office: RIICO Industrial Area
Bhiwadi, Dist. Alwar
Rajasthan- 301019

Our Report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on the Secretarial Records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and books of accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliances of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable Laws, rule and regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company

**For RSM & CO.
Company secretaries**

**RAVI SHARMA
PARTNER
FCS NO. 4468, C. P. NO. 3666**

Dated : August 01, 2019
Place : New Delhi

Annexure – 2**REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES****1. A brief outline of the Company's Corporate Social Responsibility Policy ("CSR Policy"), including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programs**

Corporate Social Responsibility ("CSR") at APM is the commitment of businesses to contribute to sustainable economic development by working with the employees, their families, the local community and the society at large to improve their lives in ways that are good for business and for its development.

In compliance with the provisions of Section 135 of the Companies Act, 2013 (the "Act") read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has taken the following steps:

- Adoption of CSR Policy which has been placed on the Company's website www.apmindustries.co.in the web link for the same is <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-CSR.pdf>
- While implementing CSR projects, the Company shall give priority to the area around its manufacturing locations in India.
- The Committee approved the following CSR activities which are in line with Schedule VII to the Act:
 - (a) Promoting Education
 - (b) Promotion of Health Care
 - (c) Running of Charitable Dispensary
 - (d) Contribution to Registered Organisation Trust
 - (e) Protection of Flora and Fauna
 - (f) Development of Sports

2. Composition of CSR Committee

The Composition of the Committee of as on March 31, 2019 are as follows:-

S. No.	Name	Designation
1.	Shri Rajendra Kumar Rajgarhia	Chairman
2.	Shri Ram Ratan Bagri	Member
3.	Shri Hari Ram Sharma	Member

3. Average Net Profit of the Company for last three financial years: 2205.97 lakh**4. Prescribed CSR Expenditure (2% of the amount as in item 3 above):**

As per the provisions of Section 135 of the Companies Act, 2013, read with the rules framed there under, the corpus amount to be spent by the Company on CSR activities shall be at least 2% of the average net profits of the Company for the preceding three financial years, mentioned as below:-

Particulars	Amount (in lakh)
Prescribed CSR Expenditure	44.12
Unspent amount carry forward from previous Financial year 2017-18	10.29
Total CSR Expenditure to be spent in the Financial year 2018-19	54.41

5. Details of CSR spend during the Financial Year 2018-19

- (a) The Total amount to be spent as per budget for the financial year 2018-19 was Rs. 53.72 lakh
- (b) Amount unspent, vis-à-vis prescribed CSR expenditure as per Section 135(5) of the Act : 0.69 lakh
- (c) Manner in which the amount spent during the year is detailed below:

Amount (in lakhs)

Sl. No	CSR Project or activity identified	Sector in which the project is covered Clause no. of Schedule VII of Companies Act, 2013	Project or Program (1) Local area or other; (2) Specify the State and district where projects or program was undertaken	Amount outlay or (Budget) Project or program wise	Amount spent on the projects or programs		Cumulative Expenditure upto the reporting period	Amount spent direct or through implementing agency
					Direct Expenditure on projects or programmes	Overheads		
1	Promoting education	Clause (ii) promoting education	Bhiwadi, Tijara & Delhi	25.50	25.36	-	25.36	Direct/through registered Trust
2	Promotion of Healthcare	Clause (i) promoting health care including preventive health care	Bhiwadi, Distt. Alwar (Rajasthan), & Delhi	16.05	15.50	-	15.50	Direct/Ram Lal Rajgarhia Memorial Trust/ Other Trusts
3	Contribution for Running old age home for senior citizens	Clause (iii)	Gurgaon	1.50	1.50	-	1.50	The earth saviours foundation, Gurgaon
6	Animal Welfare	Clause (iv)	Tijara & Salasar Salasar in Rajasthan and New Delhi	8.60	8.60	-	8.60	Various Trust
7	Ensuring environmental sustainability	Clause(IV)	New Delhi	2.25	2.25	-	2.25	Various Trust
8	Promotion of sports	Clause (VII)	Bhiwadi	0.51	0.51	-	0.51	Organization Secretary, 67th Cluster, 2018
	Total Expenditure			54.41	53.72		53.72	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board's Report. : **Not Applicable**
7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and Policy of the Company.

The CSR Committee confirms that 'The implementation and monitoring of Corporate Social Responsibility Policy is in compliance with CSR objectives and Policy of the Company.'

For and on behalf of the Board

Place : New Delhi	Rajendra Kumar Rajgarhia Chairman in CSR Committee	Hari Ram Sharma Member in CSR Committee
Date : August 01, 2019	DIN : 00141766	DIN: 00178632

Annexure - 3

NOMINATION AND REMUNERATION POLICY

SCOPE

This Policy aims to ensure that the persons appointed as Directors, Key Managerial Personnel and Senior Management possess requisite qualifications, experience, expertise and attributes commensurate to their positions and level and that the composition of remuneration to such persons is fair and reasonable and sufficient to attract, retain and motivate the personnel to manage the Company successfully.

This Policy has been developed and implemented by the Nomination and Remuneration Committee and is applicable to Directors, Key Managerial Personnel, Senior Management and other employees of the Company.

This Policy is in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 read with Part- D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and applies to the following categories of Directors and employees of the Company:

- Part I - Key managerial Personnel
Part II - Non Executive Directors / Independent Directors
Part III - Senior Management and other Employees

DEFINITIONS

- (a) "Act" means the Companies Act, 2013 read with the rules, clarifications, circulars and orders issued thereunder from time to time including any modification or re-enactment thereof.
- (b) "Board" means the Board of Directors of the Company.
- (c) "Independent Director" means an Independent Director of the Company appointed in pursuance of the Act and Listing Regulations.
- (d) "Key Managerial Personnel" or "KMP" means person(s) appointed as such in pursuance of Section 203 of the Act.
- (e) "Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) "NRC" means Nomination and Remuneration Committee of the Board, constituted in accordance with the provisions of Section 178 of the Act and the Listing Regulations.
- (g) "Other Employees" means all the employees of the Company other than the Key Managerial Personnel and the Senior Management.
- (h) "Rules" means the rules framed under the Act.
- (i) "Senior Management" shall mean the personnel of the Company designated as Senior Management in accordance with the definition laid down under Explanation to Section 178 of the Act and Regulation 16(1)(d) of the Listing Regulations.

Unless the context otherwise provides, terms not defined herein and used in this Policy, shall bear the same meaning as prescribed under the Act, the Listing Regulations or any other relevant law.

Where an employee is a Key Managerial Personnel as well as holds a Senior Management Position (such as CFO, CS, etc.), his/her terms of appointment shall be governed by both Part I and Part III

of this Policy and in the event of any conflict, the stricter clause shall prevail.

GENERAL QUALIFICATION AND ATTRIBUTES FOR ALL DIRECTORS

The prospective Director:

- Should be a reasonable person with integrity and ethical standards.
- Should meet the requirements of the Act, the Listing Regulations and other applicable laws for the time being in force.
- Should have the requisite qualifications, skills, knowledge, experience and expertise relevant or useful to the business of the Company. The relevant experience could be in areas of management, human resources, sales, administration, research, Corporate Governance, manufacturing, international operations, public service, finance, accounting, strategic planning, risk management, supply chain, science and technology, marketing, law or any other area considered necessary by the Board/NRC.
- Should be a person who is capable of balancing the interests of the Company, its employees, the shareholders, the community and for the protection of the environment.
- Is expected to:
 - a. Uphold ethical standards of integrity and probity.
 - b. Act objectively and constructively while exercising his/her duties.
 - c. Exercise his/her responsibilities in a bonafide manner in the interest of the Company.
 - d. Devote sufficient time and attention for informed and balanced decision making.
 - e. Not allow any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making.
 - f. Not abuse his/her position to the detriment of the Company or its shareholders or to gain direct or indirect personal advantage or advantage for any associated person.
 - g. Avoid conflict of interest, and in case of any situation of conflict of interest, make appropriate disclosures to the Board.
 - h. Assist the Company in implementing the best corporate governance practices.
 - i. Exhibit his/her total submission to the limits of law in drawing up the business policies, including strict adherence to and monitoring of legal compliances at all levels.
 - j. Have ability to read and understand the financial statements.
 - k. Protect confidentiality of the confidential and proprietary information of the Company.

NRC has the discretion to decide whether qualification, expertise, experience and attributes possessed by a person are sufficient/satisfactory for the concerned position.

COMPLIANCES

The terms/ process of appointment/ re-appointment and remuneration of the Directors and other employees covered under

this Policy shall be governed by the provisions of the Act, Rules, Listing Regulations, other applicable laws and policies and practices of the Company.

DISCLOSURES

Disclosure about this Policy shall be made in compliance with the applicable laws.

REVIEW / AMENDMENT

Based on the recommendation of the NRC, the Board may amend, abrogate, modify or revise any or all clauses of this Policy in accordance with the Act, Listing Agreement and/or any other applicable law or regulation.

This revised Nomination and Remuneration Policy has been approved by the Board on February 26, 2019 on recommendation of Nomination, and Remuneration Committee (NRC). It shall be effective from April 1, 2019.

PART I – KEY MANAGERIAL PERSONNEL

Part I of this Policy comprises of two parts as under:

PART A - Managing Directors / Whole-Time Directors (“EDs”)

PART B - Chief Financial Officer, Company Secretary and other KMPs

PART A- MANAGING DIRECTORS / WHOLE-TIME DIRECTORS (“EDs”)

OBJECTIVES

- Identify persons who possess appropriate qualifications, experience and attributes for appointment as EDs.
- The remuneration payable to the EDs is commensurate with their qualification, experience and capabilities and takes into account the past performance and achievements of such ED. A suitable component of remuneration payable to the EDs is linked to their performance, performance of the business and the Company.
- The remuneration payable to the EDs is comparable with the remuneration paid to the EDs of other companies which are similar to the Company in terms of nature of business, size and complexity.

SPECIFIC QUALIFICATIONS AND ATTRIBUTES

In addition to the qualifications and attributes specified in ‘General Qualifications and Attributes’ above, the prospective Director satisfies the criteria set out under the applicable law including the Act and the Listing Regulations for eligibility to be appointed as ED.

PROCESS OF APPOINTMENT AND REMOVAL

Appointment

NRC shall identify suitable persons for appointment and recommend their appointment to the Board along with the terms of appointment and remuneration. The Board will consider recommendations of NRC and approve the appointment and remuneration, subject to approval of the shareholders of the Company.

Removal

Where the appointee is subjected to any disqualification(s) mentioned in the Act, Rules or under any other law, rules and regulations, code of conduct and/ or policies of the Company, NRC shall recommend to the Board his/her removal from the services of the Company.

COMPONENTS OF REMUNERATION/INCREMENTS

Remuneration shall consist of:

- Fixed remuneration including perquisites and allowances, retiral benefits (like Provident Fund/Gratuity/Superannuation/Leave encashment, etc.) and other benefits as per policy of the Company.
- Commission to Managing Director(s) based on the net profits of the Company and variable pay to Whole-Time Director(s) based on the performance of the individual, business and the Company as a whole.
- No Sitting Fee shall be payable for attending the meetings of the Board or committees thereof.
- Any other incentive as may be applicable.

Managing Directors

Normally, the remuneration to be paid to the Managing Director(s) payable during the tenure of their appointment is determined by

the shareholders of the Company. Therefore, no prescribed increment will be given in salary, allowances and in the commission during their tenure of appointment. However, the actual amount of remuneration may vary from year to year on account of reimbursement claims and variation in profit-linked commission.

Whole-Time Director

Annual increment will be granted by the Board on recommendation of NRC, based on the performance of the individual, performance of the business and the Company as a whole.

The Board and the shareholders of the Company may approve changes in the remuneration from time to time.

PART B - CHIEF FINANCIAL OFFICER, COMPANY SECRETARY AND OTHER KMPs

OBJECTIVES

- Identify persons who possess appropriate qualifications, experience and attributes for appointment as Chief Financial Officer (“CFO”), Company Secretary (“CS”) and other Key Managerial Personnel (“KMPs”).
- The remuneration payable to CFO, CS and KMPs is commensurate with his/ her qualification, experience and capabilities and takes into account the past performance and achievements of such individual. Remuneration payable to them is comparable with the remuneration paid to persons performing the same or similar roles in other companies which are similar to the Company in terms of nature of business, size and complexity.
- A suitable component of their remuneration is linked to his/ her performance, performance of the business and the Company.

QUALIFICATIONS AND ATTRIBUTES

- Should be a reasonable person with integrity and ethical standards.
- Have requisite qualification and experience as may be relevant to the task he/ she is expected to perform.

NRC/ Board has the discretion to decide whether qualification, expertise, experience and attributes possessed by the person are sufficient/ satisfactory for the concerned position.

PROCESS OF APPOINTMENT AND APPROVAL

Appointment

- Appointment of KMPs (including terms and remuneration) shall be approved by the Board.
- Upon the NRC recommending the appointment of the CFO to the Audit Committee, the Audit Committee shall approve the appointment of CFO and recommend the same to the Board for approval after assessing the qualifications, experience, background, etc.
- Where a KMP is in Senior Management, the appointment (including terms and remuneration) shall be recommended by NRC to the Board for its approval.

Removal

- Where KMP is subjected to any disqualification(s) mentioned in the Act, Rules or under any other applicable law, rules and regulations, Code of Conduct and/ or Policies of the Company, the Board may remove such KMP from the services of the Company.
- Where KMP is in Senior Management, his/her removal shall be recommended by NRC to the Board for its approval.

ELEMENTS/COMPONENTS OF REMUNERATION

Remuneration and other perquisites/ facilities (including loans/ advances) shall be governed by the policies and practices of the Company from time to time. Remuneration shall consist of:

- Fixed remuneration including perquisites and allowances, retiral benefits (like Provident Fund/ Gratuity/ Superannuation/Leave encashment, etc.) and other benefits as per policy of the Company.
- Variable remuneration based on the performance of the individual, the function and the Company as a whole.
- Any other incentive as may be applicable.

ANNUAL APPRAISEL AND INCREMENT

Appraisal and increment of KMPs who are designated as Senior Management Employees shall be recommended by NRC for approval

of the Board. For other KMPs, appraisal and increment shall be done by the Managing Director / Whole-time Director in consultation with the Chairman. The following shall be taken into account for appraisal and increment:

- Individual's performance against Key Performance Indicators.
- The performance of:
 - a) individual;
 - b) business function handled by the individual; and
 - c) Company.
- The prevalent rate of increments given by companies of similar nature of business and size.
- The criticality of the individual to the Company in his capacity as a Key Managerial Personnel.

PART II – NON-EXECUTIVE DIRECTORS/ INDEPENDENT DIRECTORS

OBJECTIVES

- Identify persons who meet the criteria for independence, if required, as set out under the Act and the Listing Regulations and possess appropriate qualifications, experience and attributes for appointment to a Company of our size.
- The remuneration payable to the Non-executive / Independent Directors takes into account the contributions of the Director to the performance of the Company. Remuneration payable to them is fair and reasonable and comparable with the remuneration paid by other companies which are similar to the Company in terms of nature of business, size and complexity.

SPECIAL QUALIFICATIONS AND ATTRIBUTES FOR INDEPENDENT DIRECTOR

In addition to the qualifications and attributes specified in 'General Qualifications and Attributes' above, the prospective Independent Director should meet the requirements of Schedule IV to the Act and the Listing Regulations.

PROCESS FOR APPOINTMENT AND REMOVAL

Appointment

- NRC shall identify suitable persons for appointment and recommend their appointment to the Board. The Board will consider recommendations of NRC and accordingly, approve appointment and remuneration of Non-executive and/or Independent Directors subject to approval of the shareholders of the Company.
- The appointment of Independent Directors shall be formalized in accordance with the applicable laws.

Removal

- Where the appointee is subjected to any disqualification(s) mentioned in the Act, Rules or under any other law, rules and regulations, Code of Conduct and / or Policies of the Company, NRC shall recommend to the Board for removal of the appointee from directorship of the Company.

ELEMENTS / COMPONENTS OF REMUNERATION

- Variable remuneration - Commission - As a % of the net profits of the Company as approved by the Board and/ or shareholders of the Company.
- Sitting fees for attending meetings of the Board and Committees thereof as recommended by NRC and approved by the Board and reimbursement of expenses for participation in the meetings of the Board and other meetings.

PART III – SENIOR MANAGEMENT & OTHER EMPLOYEES

OBJECTIVES

- Identify persons who possess appropriate qualifications, experience and attributes for appointment in the Senior Management and Other Employees category.
- Remuneration payable to the Senior Management and other employees is commensurate with their qualification, experience and capabilities and takes into account their past performance and achievements. Remuneration payable to them is comparable with the remuneration paid to employees at the same level in other companies which are similar to the Company in terms of nature of business, size and complexity.

- Depending on the level of the employee, a suitable component of remuneration is linked to performance of such individual employee, the performance of the business and the Company as per the HR Policy of the Company.

QUALIFICATIONS AND ATTRIBUTES

- Should be a reasonable person with integrity and ethical standards.
- **Senior Management:** Should have the requisite qualification and experience as may be relevant to the task he / she is expected to perform.
NRC has the discretion to decide whether qualification, expertise, experience and attributes possessed by a person are sufficient / satisfactory for the concerned Senior Management position.
- **Other Employees:** Qualification, expertise, experience and attributes will be determined by the Management as per the HR Policy of the Company.

PROCESS FOR APPOINTMENT AND REMOVAL

Appointment

- NRC shall identify suitable persons for appointment in the Senior Management and recommend to the Board their appointment alongwith the terms of appointment and remuneration.
- The Board will consider recommendation of NRC and approve the appointment alongwith the terms of appointment and remuneration.
- Appointments to positions other than the Senior Management will be made as per the Company's HR policy.

Removal

- Where an employee in the Senior Management is subjected to any disqualification(s) mentioned in the Act, Rules or under any other law, rules and regulations, Code of Conduct and/ or Policies of the Company, the Board may remove such employee from the services of the Company, on recommendation of NRC.
- In case of other employees, the Management of the Company may terminate the services of such employee as per HR Policy of the Company.

ELEMENTS / COMPONENTS OF REMUNERATION

Remuneration and other perquisites/ facilities (including loans/ advances) shall be governed by the policies and practices of the Company from time to time. Remuneration shall consist of:

- Fixed remuneration including perquisites and allowances, retiral benefits (like Provident Fund/ Gratuity/ Superannuation/Leave encashment, etc.) and other benefits as per policy of the Company.
- Variable remuneration based on the performance of the individual, the function and the Company as a whole.
- Any other incentive as may be applicable.

ANNUAL APPRAISAL AND INCREMENT

Appraisal and increment for the Senior Management shall be recommended by NRC for approval of the Board and for other employees, by the Senior Management or any other appropriate authorities after taking into account the following:

- Individual's performance against Key Performance Indicators.
- The performance of the:
 - a) individual;
 - b) business function handled by the individual; and
 - c) Company.
- The prevalent rate of increments given by the companies of similar nature of business and size.
- The criticality of the individual to the Company in his capacity as a member of the Senior Management or other employee category.

For and on behalf of the Board

Rajendra Kumar Rajgarhia
Chairman

Place : New Delhi
Dated : August 01, 2019

DIN: 00141766

Annexure – 4**DISCLOSURE UNDER SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014****A. CONSERVATION OF ENERGY****(i) Energy conservation measures taken in 2018-19:**

The Company has taken following Energy Conservation Measures to save the Energy.

1. Installation of new Gas Fired Boiler in place of existing 5 TPH coal fired boiler.
2. Replacement of 240 Tube lights of 36 Watt with 18 Watt LED lights.
3. Replacement of 4 nos. old Automatic cone winding machines with 3 nos. new energy efficient Automatic cone winding machines.
4. Installed 1.0 MW Solar power plant in March, 2018, which has been saved 12.40 lakhs kwh power.

(ii) Energy conservation plan for 2019-20:

1. The Company has planned to commission solar energy panels of 1.8 MW.

2. The Company has sifted power voltage level from 33KV to 132KV, which will save energy cost.

3. Commissioning of energy efficient heat recovery and heating solution for dyeing process to save energy cost.

(iii) Steps taken for utilizing alternate sources of energy:

Installed Natural gas fired Boiler in the financial year 2018-19 and planned to installed 1.8 MW Solar power plant in the year 2019-20.

(iv) Capital investment on energy conservation equipments -
Rs. 484.10 lakhs.**B. RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION**

Efforts made in R&D and Technology Absorption is given in Form 'B'.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Total foreign exchange used and earned during the year:

Used : Rs. 345 lakhs

Earned : Nil

FORM 'A'
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSUMPTION OF ENERGY

	Unit	2018-19	2017-18
A POWER AND FUEL CONSUMPTION			
1 Electricity			
- Purchased unit	Unit in lakhs	447.82	505.25
- Total amount	Rs. In lakhs	3617.51	4015.22
- Rate	Rs./Unit	8.08	7.95
2 Own Generation			
A - Through Diesel Generator	Unit in lakhs	6.88	3.55
- Unit per Liter of Diesel	Unit	3.47	3.58
- Cost	Rs./Unit	19.77	16.60
B - Through Solar Power	Unit in lakhs	12.40	0.18
3 Coal (Grade B, C, D & E)/Petcock/Biomass			
- Quantity	MT	3440.16	3505.58
- Total cost	Rs. in lakhs	292.44	309.25
- Average rate	Rs./MT	8500.75	8821.77
4 Diesel			
- Quantity	Ltrs. In lakhs	1.96	0.99
- Total cost	Rs. In lakhs	133.02	57.82
- Average rate	Rs./Ltr.	67.96	59.20
5 Natural Gas			
- Quantity	Scm In lakhs	0.65	0.00
- Total cost	Rs. In lakhs	19.49	0.00
- Average rate	Rs./Ltr.	29.88	0.00
B CONSUMPTION PER UNIT OF PRODUCTION*			
1 Electricity		275.91	293.47
2 Coal B, C, D & E Grade/Pet coke		20.34	20.23
* Production unit, per 100 kgs.			

FORM 'B'
RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION**A. Research & Development:****- Specific areas in which R&D carried out by the Company:**

The Company has been giving special emphasis on development of new products and cost reduction. The Company has developed new products for exporters of Yarn, fabrics, furnishings and Readymade garments, keeping in touch with latest trend of fabrics and readymade garment exports. The company has also developed Sewing Thread as a new variety of yarn for domestic markets.

- Benefits derived as a result of R & D:

Improvement in quality of products, enhancement in product range, Induction of new customers, cost reduction and improvement in customer satisfaction.

- Future course of action:

To develop new varieties and shades as per market requirements.

- Expenditure on R&D:

No specific expenditure exclusively on R&D has been incurred.

B. Technology Absorption, Adaptation and Innovation:**- Efforts made:**

The company has imported 3 nos. Automatic cone winding machines, replaced Coal fired Boiler to Gas fired Boiler in the year 2018-19 and further commissioning energy efficient heat recovery and heating solution for dye house process in the year 2019-20.

- Benefit derived:

Improvement in the overall performance of the Company and increasing presence in new markets.

- Particulars of imported technology:

The company has imported latest technology Automatic cone winding machines for improvement in quality, saving in power and man power cost.

For and on behalf of the Board

Rajendra Kumar Rajgarhia
Chairman
DIN: 00141766

Place : New Delhi
Dated : August 01, 2019

Annexure – 5

Information relating to remuneration of Directors / Key Managerial Personnel as required Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Part A

- (i) The Ratio of remuneration of each Executive Director to the median remuneration of Employees of the Company for the financial year 2018-19, the percentage increase in remuneration of Chairman, Managing Director, CFO and Company Secretary during the financial year 2018-19 and Comparison on the Remuneration of KMP against performance of the Company :-

Sl. No.	Name of Director/ KMP	Designation	Ratio of Remuneration of each Director to median remuneration of employees	% increase in Remuneration	Comparison on the Remuneration of KMP against performance of the Company
1	Shri Rajendra Kumar Rajgarhia	Chairman	83:02:1	18.57	Performance of the Company affected negative due to Man Power shortage & demerge of finance & investment undertaking
2	Shri Hari Ram Sharma	Managing Director	73:85:1	4.62	
3	Shri C S Vijay	CFO	14:36:1	2.17	
4	Ms. Jyoti Upadhyay	Company Secretary	2.86:1	8.70	

Note:

- (a) The Non-Executive Directors of the Company are entitled for sitting fees. The ratio of remuneration and percentage increase for Non-executive Directors remuneration is therefore not considered for the purpose above.
- (b) Ms. Jyoti upadhyay, resigned from the services of the Company March 16, 2019.
- (ii) The percentage increase in the median remuneration of employees in the Financial Year 2018-19 was 4%;
- (iii) Total number of employees of the Company as on 31st March 2019 was 2197.
- (iv) Average percentile increase in the salary of employees excluding managerial personnel during financial year 2019 was 4%. Average increase in remuneration of executive directors was also 11.57%. The increase in the remuneration of the executive directors were as per remuneration policy.
- (v) Affirmation that the remuneration is as per the remuneration policy of the Company
- It is affirmed that the remuneration paid is as per the Remuneration Policy applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company.

For and on behalf of the Board

Rajendra Kumar Rajgarhia
Chairman
DIN: 00141766

Place : New Delhi
Dated : August 01, 2019

Annexure – 6**EXTRACT OF ANNUAL RETURN**

FORM NO. MGT-9
AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2019
 [Pursuant to section 92(3) of the Companies Act, 2013 and
 rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L21015RJ1973PLC015819
Registration Date	21/09/1973
Name of the Company	APM INDUSTRIES LIMITED
Category/ Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company.
Address of the registered office and contact details	SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) - 301019 Telephone : 01493 – 265400 Fax : 01493 – 265413 E-mail : bhiwadi@apmindustries.co.in
Whether listed company	Yes listed on BSE Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Skyline Financial Services Pvt. Ltd. D-153A, 1 st Floor, Okhla Industrial Area, Phase -1, New Delhi – 110 020 Telephone 011-40450193-97, Fax : 011-26812683, E-mail : admin@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Name and Description of main Products / Services	NIC Code of the Product / service	% to total turnover of the company
Manmade fiber Spun Yarn	13114	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Name and address of the company	CIN/GLN	Holding / subsidiary / associate	% of shares held	Applicable Section
NOT APPLICABLE				

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)										
i) Category-wise Shareholding										
S. No.	Category of Shareholders	No. of Shares held at the beginning of the Year (April 01, 2018)				No. of Shares held at the end of the year (March 31, 2019)				% of Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	Promoters									
	1) Indian									
	a) Individual / HUF	9543120	0	9543120	44.16	9593120	0	9593120	44.39	0.23
	b) Central Govt.	0	0	-	0.00	0	0	0	0.00	0.00
	c) State Government	0	0	-	0.00	0	0	0	0.00	0.00
	d) Bodies Corporate	4187500	0	4187500	19.38	4137500	0	4137500	19.15	(0.23)
	e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
	f) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (1)	13730620	0	13730620	63.53	13730620	0	13730620	63.53	0.00
	2) Foreign									
	a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
	b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	0.00
	c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
	d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
	e) Any Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total shareholding of Promoter (A)	13730620	-	13730620	63.53	13730620	0	13730620	63.53	0.00
B	Public Shareholding									
	1) Institutions									
	a) Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
	b) Banks / FI	0	250	250	0.00	0	250	250	0	0.00
	c) Central Government	0	0	0	0.00	0	0	0	0	0.00
	d) State Government	0	0	0	0.00	0	0	0	0	0.00
	e) Venture Capital Fund	0	0	0	0.00	0	0	0	0	0.00
	f) Insurance Companies	0	0	0	0.00	0	0	0	0	0.00
	g) FIs	0	0	0	0.00	0	0	0	0	0.00
	h) Foreign Venture Capital Fund	0	0	0	0.00	0	0	0	0	0.00
	i) Any Other	0	0	0	0.00	0	0	0	0	0.00
	j) Any Other Foreign	0	0	0	0.00	0	0	0	0	0.00
	Sub-total (B)(1)	0	250	250	0.03	0	250	250	0.00	0.00
	2) Non- Institutions									
	a) Bodies Corp.									
	i) Indian	527328	20835	548163	2.54	371294	15220	386514	1.79	(0.75)
	ii) Overseas	0	0	0	0.00	0	0	0	0.00	-
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3813230	1740972	5554202	25.70	3848387	1189243	5037630	23.31	(2.39)
	ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1101780	0	1101780	5.10	1289058	0	1289058	5.96	0.86
	c) Others									
	i) HUF	457959	0	457959	2.12	492414	0	492414	2.28	0.16
	ii) Non Resident Indian	206056	300	206356	0.95	202474	0	202474	0.94	(0.01)
	iii) Foreign National	0	0	0	0.00	0	0	0	0.00	0.00
	iv) Clearing Members	12030	0	12030	0.06	2022	0	2022	0.01	(0.05)
	v) Trust	0	0	0	0.00	0	0	0	0.00	0.00
	vi) Foreign Bodies-DR	0	0	0	0.00	0	0	0	0.00	0.00
	vii) NBFC Registered With RBI	0	0	0	0.00	98	0	98	0.00	0.00
	Sub-Total (B)(2)	6118383	1762107	7880490	36.46	6205747	1204463	7410210	34.29	(2.17)
	Total Public Shareholding (B)=(B)(1)+(B)(2)	6118383	1762357	7880740	36.47	6205747	1204713	7410460	34.29	(2.18)
C	Shares Held By Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
D	IEPF	0	0	0	0.00	470280	0	470280	2.18	2.18
	Grand Total(A)+(B)+(C)+(D)	19849003	1762357	21611360	100.00	20406647	1204713	21611360	100.00	0.00

ii) SHAREHOLDING OF PROMOTERS								
Sl. No	Shareholder's Name	Shareholding at the beginning of the year (April 01, 2018)			Shareholding at the end of the year (March 31, 2019)			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total share	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	% change in shareholding during the year
1	RAJENDRA KUMAR RAJGARHIA	3850000	17.81	3.12	3850000	17.81	-	0.00
2	PRABHA RAJGARHIA	1600000	7.40	-	1600000	7.40	-	0.00
3	SANJAY RAJGARHIA	275000	1.27	-	300000	1.39	-	0.12
4	POOJA RAJGARHIA	130000	0.60	-	130000	0.60	-	0.00
5	ADITI RAJGARHIA	150000	0.69	-	150000	0.69	-	0.00
6	AJAY RAJGARHIA	2250000	10.41	-	2275000	10.53	-	0.12
7	ESSVEE FISCAL LLP	97500	0.45	-	97500	0.45	-	0.00
8	RKR FOUNDATION	50000	0.23	-	0	0	-	(0.23)
9	FARIDABAD PAPER MILLS LIMITED	2770000	12.82	-	2770000	12.82	-	0.00
10	RAJGARHIA LEASING AND FINANCIAL SERVICES PVT. LTD.	1130000	5.23	-	1130000	5.23	-	0.00
11	SHRI GOPAL RAJGARHIA	573850	2.66	-	573850	2.66	-	0.00
12	ANISHA MITTAL	398770	1.85	-	398770	1.85	-	0.00
13	BHAVNA RAJGARHIA	315500	1.46	-	315500	1.46	-	0.00
14	HARI RAM SHARMA	1045	0.00	-	1045	0.00	-	0.00
15	RAJENDRA KUMAR RAJGARHIA - KABIR RAJGARHIA FOUNDATION TRUST	70000	0.32	-	70000	0.32	-	0.00
16	RAJENDRA KUMAR RAJGARHIA - ANYA RAJGARHIA FOUNDATION TRUST	70000	0.32	-	70000	0.32	-	0.00
	TOTAL	13731665	63.52	3.12	13731665	63.53	-	0.00

iii) CHANGE IN PROMOTERS' SHAREHOLDING									
Sl. No.	Name	Shareholding at the beginning of the year (April 01, 2018)		Date	Reason	Increase/Decrease in shareholding		Cumulative shareholding during the year	
		No. of Share	% of total shares of the Company			No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	RKR Foundation	50000	0.23	01-03-19	Sale	50000	0.23	0	0
2	Sanjay Rajgarhia	275000	1.27	01-03-19	Purchase	25000	0.12	300000	1.39
3	Ajay Rajgarhia	2250000	10.41	01-03-19	Purchase	25000	0.12	2275000	10.53

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs)									
Sl. No.	Name of the Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Date	Reason	Increase / decrease in shareholding	Cumulative shareholding during the year		
		No of Share	% of total shares of the Company				No of Shares	% of total shares of the Company	
1	Kailash Gupta	67183	0.31	03-08-18	Sale	(500)	66683	0.31	
				28-09-18	Sale	(78)	66605	0.31	
2	Vishwanath Harlalka	80930	0.37	-	-	-	80930	0.37	
3	Mahendra Girdharilal	89754	0.42	-	-	-	89754	0.42	
4	Tanvi Jignesh Mehta	100000	0.46	-	-	-	100000	0.46	

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the Year (April 01, 2018)		Date	Reason	Increase / decrease in shareholding	Cumulative shareholding during the year	
		No of Share	% of total shares of the Company				No of Shares	% of total shares of the Company
5	Rangappa N	0	0	13-07-18	Purchase	5700	5700	0.03
				20-07-18	Purchase	2400	8100	0.04
				27-07-18	Purchase	3200	11300	0.05
				03-08-18	Sale	(300)	11000	0.05
				10-08-18	Purchase	3400	14400	0.07
				17-08-18	Purchase	4100	18500	0.09
				24-08-18	Purchase	3800	22300	0.10
				31-08-18	Purchase	3700	26000	0.12
				07-09-18	Purchase	1700	27700	0.13
				14-09-18	Purchase	1600	29300	0.14
				21-09-18	Purchase	3100	32400	0.15
				28-09-18	Purchase	1800	34200	0.16
				05-10-18	Purchase	300	34500	0.16
				12-10-18	Purchase	400	34900	0.16
				19-10-18	Purchase	3800	38700	0.18
				26-10-18	Purchase	4200	42900	0.20
				02-11-18	Purchase	1200	44100	0.20
				09-11-18	Purchase	2300	46400	0.21
				16-11-18	Purchase	1300	47700	0.22
				23-11-18	Purchase	990	48690	0.23
				30-11-18	Purchase	410	49100	0.23
				07-12-18	Purchase	2000	51100	0.24
				14-12-18	Purchase	300	51400	0.24
				21-12-18	Purchase	3600	55000	0.25
				28-12-18	Purchase	3500	58500	0.27
				04-01-19	Purchase	900	59400	0.27
				18-01-19	Purchase	1100	60500	0.28
25-01-19	Purchase	1300	61800	0.29				
01-02-19	Purchase	6600	68400	0.32				
08-02-19	Purchase	7200	75600	0.35				
15-02-19	Purchase	8400	84000	0.39				
22-02-19	Purchase	4500	88500	0.41				
01-03-19	Purchase	6000	94500	0.44				
08-03-19	Purchase	1800	96300	0.45				
15-03-19	Purchase	2800	99100	0.46				
29-03-19	Purchase	800	99900	0.46				
6	Mahendra Chandulal Dharu	66546	0.31	06-04-18	Purchase	300	66846	0.31
				13-04-18	Sale	(300)	66546	0.31
				20-04-18	Purchase	43	66589	0.31
				27-04-18	Sale	(43)	66546	0.31
				04-05-18	Purchase	15	66561	0.31
				11-05-18	Purchase	85	66646	0.31
				18-05-18	Sale	(100)	66546	0.31
28-12-18	Purchase	23484	90030	0.42				
7	Sasmal Marcom Pvt. Ltd.	250000	1.16	-	-	-	250000	1.16
8	Sharad Dalpatrai Trivedi	92651	0.43	20-04-18	Purchase	3067	95718	0.44
				14-09-18	Purchase	2100	97818	0.45
				26-10-18	Sale	(869)	96949	0.45
				07-12-18	Purchase	1001	97950	0.45
				29-03-19	Purchase	2051	100001	0.46
9	Bharti Negandhi	57125	0.26	-	-	-	57125	0.26
10	Subramanian P	524590	2.43	-	-	-	524590	2.43
11	Jiten Kanwar Singh	120000	0.56	19-10-18	Purchase	1000	121000	0.56
				02-11-18	Purchase	2000	123000	0.57
				22-02-19	Purchase	1000	124000	0.57
				01-03-19	Purchase	1125	125125	0.58
12	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	-	-	05-10-18	Purchase	470180	470180	2.18
				12-10-18	Purchase	100	470280	2.18

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL								
Sl. No.	Name	Shareholding at the beginning of the Year (April 01, 2018)		Date	Reason	Increase / decrease in shareholding	Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Shri Rajendra Kumar Rajgarhia	3850000	17.81		N.A.		3850000	17.81
2	Shri S G Rajgarhia	573850	2.66				573850	2.66
3	Shri Hari Ram Sharma	1045	-				1045	-
4	Shri Ram Ratan Bagri	20000	0.09				20000	0.09
5	Smt. Uma Hada	2002	-				2002	-
6	Shri Chandra Shekhar Vijay	250	-				250	-

V. INDEBTEDNESS					(Amount in Rs.)
Indebtedness of the Company including interest outstanding / accrued but not due for payment					
		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	47,00,18,377	Nil		47,00,18,377
ii)	Interest due but not paid				
iii)	Interest accrued but not due	18,60,978	-	-	18,60,978
	Total (i + ii + iii)	47,18,79,355	Nil		47,18,79,355
Change in Indebtedness during the financial year					
-	Addition	15,67,60,496	3,67,04,815	-	19,34,65,311
-	Reduction	(9,44,55,595)	-	-	(9,44,55,595)
	Net Change	6,23,04,901	3,67,04,815		9,90,09,716
Indebtedness at the end of the financial year					
i)	Principal Amount	53,30,36,951	3,67,04,815	-	56,97,41,766
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	11,47,305	-	-	11,47,305
	Total (i + ii + iii)	53,41,84,256			57,08,89,071

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		(Amount in Rs.)			
A Remuneration to Managing Director, Whole-time Directors and/or Manager:					
S. No.	Particulars of Remuneration	Shri Rajendra Kumar Rajgarhia Chairman		Shri Hari Ram Sharma Managing Director	
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,03,95,537		95,02,140	
	b) Value of perquisites U/S 17(3) Income-tax Act, 1961	4,80,595		1,49,839	
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-		-	
2	Stock Options	-		-	
3	Sweat Equity	-		-	
4	Commission				
	- as % of profit				
	- others	-		-	
5	Others-PF	-		21,600	
	Total	1,08,76,132		96,73,579	
Ceiling as per the Act		As per the provisions of the Companies Act, 2013			
B Remuneration to Other Directors:					
Sl. No.	Particulars of Remuneration	Independent Directors			Other Non-Executive Directors
		Shri K R Gupta	Shri R R Bagri	Smt. Uma Hada	Shri S G Rajgarhia
1	Independent Directors				
	- Fee for attending Board / Committee meetings	2,75,000	2,75,000	1,35,000	-
	- Commission	-	-	-	-
	- Others, please specify	-	-	-	-
	Total (1)	2,75,000	2,75,000	1,35,000	-
2	Other Non-Executive Directors				
	- Fee for attending board / committee meetings	-	-	-	2,00,000
	- Commission	-	-	-	-
	- Others, please specify	-	-	-	-
	Total (2)	-	-	-	2,00,000
	Total (1+2)	2,75,000	2,75,000	1,35,000	2,00,000
Ceiling as per the Act		As per the provisions of the Companies Act, 2013			
C Remuneration to Key Managerial Personnel Other than MD / Manager / WTD					
Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Shri C S Vijay (CFO)	Ms. Jyoti Upadhyay (Company Secretary)*		
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17,84,607	3,37,718		
	b) Value of perquisites U/S 17(3) Income-tax Act, 1961 (car)	21,600	Nil		
	c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-		
2	Stock Options	-	-		
3	Sweat Equity	-	-		
4	Commission				
	- as % of profit	-	-		
	- others				
5	Others-Medical	53,400	16,796		
	-PF	21,600	20,975		
	Total	18,81,207	3,75,489		
* Ms. Jyoti Upadhyay has resigned w.e.f. March 16, 2019					

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2019

	Type	Section of the Companies Act 2013	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give details)
A	COMPANY					
	- Penalty			NIL		
	- Punishment					
- Compounding						
B	DIRECTORS					
	- Penalty			NIL		
	- Punishment					
- Compounding						
C	OTHER OFFICERS IN DEFAULT					
	- Penalty			NIL		
	- Punishment					
- Compounding						

For and on behalf of the Board

Rajendra Kumar Rajgarhia
Chairman
DIN : 00141766

Place : New Delhi.
Dated : August 01, 2019

Annexure – 7**CORPORATE GOVERNANCE REPORT**

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations" or "SEBI (LODR) Regulations, 2015") is given herein below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good Corporate Governance is a pre-requisite for achieving sustainable corporate growth and enhancing value for all stakeholders in the business. Good Corporate Governance emerges from transparency in business dealings and having in place robust systems and processes defining accountability, integrity, fairness and ethics in business practices, thereby fulfilling the responsibilities of corporate citizenship.

2. BOARD OF DIRECTORS**(a) Composition**

The Board of APM comprises of six Directors out of which three are Non-Executive Independent Directors including a Woman Director, One is Promoter Non-Executive Director, another is Promoter Executive Director & Chairman and one Managing Director.

The maximum tenure of Independent Directors is upto five consecutive years from the date of their appointment. However, they can be re-appointed for another term of five consecutive years. The dates of appointment and tenure of the existing Independent Directors are given below:

S. No.	Name of Independent Director	Date of appointment/ re-appointment	Date of completion of tenure
1.	Shri Khushi Ram Gupta	April 01, 2019	March 31, 2024
2.	Shri Ram Ratan Bagri	April 01, 2019	March 31, 2024
3.	Smt. Uma Hada	September 25, 2015	September 24, 2020

The letters of appointment have been issued to the Independent Directors and the terms and conditions thereof are posted on the Company's website.

The Board of Directors along with its Committees provides effective leadership and strategic guidance to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosures.

(b) Key Functions of the Board

The Board performs various statutory and other functions in connection with managing the affairs of the Company. The key functions performed by the Board of APM are:

- Reviewing and guiding corporate strategy, major plans of action, annual budgets and business plans, setting performance objectives, monitoring implementation & corporate performance and overseeing major capital expenditures, acquisitions and divestments;
- Monitoring effectiveness of the Company's governance, policies & practices and making changes as needed;
- Selecting, compensating, monitoring and when necessary, replacing Key Managerial Personnel and overseeing succession planning;
- Aligning Key Managerial Personnel and Board remuneration with the long term interests of the Company and its shareholders;
- Ensuring a transparent Board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board;
- Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions;
- Ensuring integrity of the Company's accounting and financial reporting systems, including the independent audit and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational controls and compliance with the laws & regulations and relevant standards in force;
- Overseeing the process of disclosure and communications;
- Monitoring and reviewing Board's Evaluation framework.

(c) Meetings of the Board

Meetings of the Board are generally held at the Corporate Office of the Company at 910 Chiranjiv Tower, 43, Nehru Place, New Delhi-110019. During the financial year 2018-19, the Board met six times as per the details mentioned below:-

S. No.	Date of Board Meeting
1.	May 08, 2018
2.	August 06, 2018
3.	October 10, 2018
4.	November 01, 2018
5.	February 04, 2019
6.	February 26, 2019

The Company has held a minimum of one Board Meeting in each quarter and maximum gap between two consecutive meetings did not exceed 120 days which is in compliance with the provisions of the Companies Act, 2013, Secretarial Standard-1 and Listing Regulations.

An annual calendar of meetings is prepared well in advance and shared with the Directors in the beginning of the year to enable them to plan their attendance at the meetings. Directors are expected to attend Board and Committee Meetings, spend the necessary time and meet as frequently as the situation warrants to properly discharge their responsibilities.

Concerned executives of the Company communicate the matters requiring approval of the Board to the Company Secretary, well in advance, so that these can be included in the Agenda for the scheduled Board/Committee Meeting.

Agenda papers are sent to the Directors, well in advance, before the meetings. Draft Minutes of the Board and Committee meetings are circulated to the Directors for their comments thereon and, thereafter, noted by the Board/respective Committee in its next Meeting.

Composition of the Board of Directors as on March 31, 2019 and attendance at the Board Meetings held during the Financial Year ended March 31, 2019 and at the last Annual General Meeting ('AGM') are given in table below:

Name and Designation	Category	Attendance at the Meeting	
		Board Meeting Attended	Last AGM Attended
Shri Rajendra Kumar Rajgarhia Chairman	Executive and Promoter	6	Yes
Shri S G Rajgarhia Director	Non-Executive and Promoter	6	No
Shri Hari Ram Sharma Managing Director	Executive	6	Yes
Shri Khushi Ram Gupta Director	Non-Executive and Independent	6	Yes
Shri Ram Ratan Bagri Director	Non-Executive and Independent	6	Yes
Smt. Uma Hada Director	Non-Executive and Independent	3	No

(d) Other Directorships

The number of directorships in other bodies corporate including the names of listed entities in which they are a Director and memberships/chairmanships of Board Committees as on March 31, 2019 are as given in table below:

Name of Director	No. of directorship in other Bodies Corporate*		No. of Chairmanship / Membership of Committees**		Directorship in other listed entities (category of Directorship)
	Public	Private	Chairmanships	Memberships	
Shri Rajendra Kumar Rajgarhia	1	1	-	-	Perfectpac Limited (Non Executive, Non Independent)
Shri S G Rajgarhia	1	4	-	1	-
Shri Hari Ram Sharma	-	2	-	1	-
Shri Khushi Ram Gupta	-	1	2	-	-
Shri Ram Ratan Bagri	1	1	-	2	-
Smt. Uma Hada	1	0	-	1	Uma Properties & Traders Limited (Non-Executive)

*Excluding APM Industries Limited, Section 8 companies and Limited Liability Partnerships.

**Pursuant to Regulation 26 of Listing Regulations, membership of Audit Committees and Stakeholders Relationship Committees of Indian Public Limited Companies, whether listed or not have been considered. Committees of APM Industries Limited are also included.

(e) Relationship between directors

None of the Directors are related to each other except Shri S G Rajgarhia being brother of Shri Rajendra Kumar Rajgarhia, Chairman of the Company.

(f) Information given to the Board

The Board and Committees thereof have complete access to all relevant information. Such information is submitted either as part of the agenda papers of the meetings in advance or by way of presentations and discussion material during the meetings. Such information, inter-alia, includes the following:

- Annual operating plans, budgets and any updates;
- Capital budgets and any updates;
- Annual and Quarterly results of the Company and its operating divisions or business segments;
- Minutes of the meetings of the Audit Committee and other Committees of the Board of Directors;
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of the Chief Financial Officer and the Company Secretary;
- Show cause, demand, prosecution notices and penalty notices, which are materially important;
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems;
- Material default in financial obligations to and by the Company, or substantial nonpayment for goods sold by the Company;
- Issue which involves possible public or product liability claims of substantial nature;
- Details of any joint venture or collaboration agreement;
- Transactions that involve substantial payment towards goodwill, brand equity or intellectual property;
- Significant labour problems and their proposed solutions including any significant development in Human Resources/ Industrial Relations front;
- Sale of investments, subsidiaries, assets which are material in nature and not in normal course of business;
- Quarterly details of foreign exchange exposures and the steps taken by the Management to limit the risks of adverse exchange rate movement, if material;
- Minutes of Board Meetings of unlisted subsidiary company(s);
- Statement of significant transactions or arrangements made by unlisted subsidiary companies;
- Non-compliance of any regulatory, statutory or listing requirements and shareholders services such as non-payment of dividend, delay in share transfer, etc;
- Quarterly statement showing status of investors complaints;
- Compliance Report pertaining to applicable laws and steps taken to rectify instance of non-compliance, if any; and
- Quarterly Compliance Report on Corporate Governance.

(g) Board Process

In sync with its policy of environmental preservation, the Company sends documents relating to Board and Committee meetings, including agenda papers and supplementary documents, to the Directors at least 7 days before the meetings.

Important decisions taken at the Board/ Committee meetings are promptly communicated to the concerned departments/divisions. Action Taken Report (ATR) on the decisions of the previous meeting(s) is placed at the next meeting of the Board/ Committee.

The Company has complied with the Secretarial Standard-1 on Meetings of the Board of Directors and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

(h) Independent Directors

The term "Independent Directors" has been defined under Section 149 of the Companies Act, 2013 and rules made thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Based on the disclosures received from the Independent Director, the Board has confirmed that they meet the criteria of Independence as mentioned under Section 149(6) of the Companies Act, 2013, read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and are Independent of the management.

The Company has complied with the provisions with respect to appointment and term of Independent Directors which are consistent with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Independent Directors on the Board of the Company are given a formal appointment letter inter alia containing the terms of appointment, role, duties and responsibilities, code of conduct etc. The terms and conditions of appointment are available on the website of the Company at www.apmindustries.co.in. The web link for the same is <http://www.apmindustries.co.in/wp-content/uploads/2019/08/TC-IDs.pdf>

(i) Independent Directors Meeting

Independent Directors met on February 04, 2019, without the attendance of Non-Independent Directors and members of the management of the Company. The Independent Directors, inter alia evaluated performance of the Non-Independent Directors and the Board of Directors as a whole, also reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors; for the Financial Year ended March 31, 2019. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

(j) Familiarisation Programme for Independent Directors

In Compliance with the Regulation 25 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company familiarises its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, Legal updates, etc. In this regard, the Company follows a structured familiarisation programme for the Independent Directors. The details related thereto are displayed on the Company's website www.apmindustries.co.in. The web link for the same is <http://www.apmindustries.co.in/wp-content/uploads/2019/05/Famprog04.pdf>

(k) Key Board qualifications, expertise and attributes

The Company's Board comprises qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensure that the Company's Board is in compliance with the highest standards of corporate governance.

In the table below, the specific areas of focus or expertise of Individual Board members have been highlighted. However, the absence of a mark against a members name does not necessarily mean the member does not possess the corresponding qualification or skill.

Directors	Area of Expertise					
	General Management and Business Operations	Leadership	Financials	Risk Management	Board service and Governance	Sales and Marketing
Shri Rajendra Kumar Rajgarhia Chairman	✓	✓	✓	✓	✓	✓
Shri S G Rajgarhia Director	✓	✓	✓	✓	✓	-
Shri Hari Ram Sharma Managing Director	✓	✓	✓	✓	✓	✓
Shri Khushi Ram Gupta Director	✓	✓	✓	✓	✓	-
Shri Ram Ratan Bagri Independent Director	✓	✓	✓	✓	✓	-
Smt Uma Hada Independent Director	✓	✓	✓	-	✓	-

(l) Number of share held by Board of directors as on March 31, 2019

Details of the shareholding held by Board of Directors as on March 31, 2019 are given in the table below:

Name of directors	Number of Shares	% of shareholding
Shri Rajendra Kumar Rajgarhia	3850000	17.81
Shri Hari Ram Sharma	1045	Nil
Shri S G Rajgarhia	573850	2.66
Shri Khushi Ram Gupta	Nil	Nil
Shri Ram Ratan Bagri	20000	0.10
Smt. Uma Hada	2002	Nil

3. Committees of the Board

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted several Committees of Directors with specific terms of reference. The Committees operate as empowered agents of the Board as per their terms of reference that set forth the purposes, goals and responsibilities. Committee members are appointed by the Board with the consent of individual Directors. The Committees meet as often as required or as statutorily required. Committees that are constituted voluntarily for effective governance of the affairs of the Company may also include Company executives.

The minutes of the meetings of all Committees of the Board are placed quarterly at Board meetings for noting.

Major Committees are:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

The Company Secretary officiates as the Secretary of the Committees. Detailed terms of reference, composition, quorum, meetings, attendance and other relevant details of these committees are as under:

AUDIT COMMITTEE

The Audit Committee primarily constitutes a formal and transparent arrangement for accurate financial reporting and strong internal controls. The Committee through regular interaction with external and internal auditors and review of financial statements ensures that the interests of stakeholders are properly protected.

All members of the Audit Committee are financially literate and a majority has accounting or financial management expertise.

(i) Terms of reference:

The Audit Committee functions according to its terms of reference that define its authority, responsibility and reporting functions in accordance with the provisions of Companies Act, 2013 (hereinafter referred as 'the Act') and Regulation 18 read with Part C of Schedule II to the SEBI Listing Regulations, 2015 which, interalia, includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration, terms of appointment of auditors of the Company including their replacement or removal;
3. Approval of payment to statutory auditors for any other permitted services rendered by the statutory auditors;
4. Reviewing and examining, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Draft Auditors' report including qualifications, if any;
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
6. Reviewing and monitoring, with the management, the statement of uses/ application of funds raised through an issue/ public offers (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take steps in this matter;
7. Reviewing and monitoring with the management, independence and performance of statutory and internal auditors, adequacy of the internal control systems, and effectiveness of the audit processes;
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
9. Discussion with internal auditors on any significant findings and follow up thereon;
10. Reviewing the findings of any internal investigations by internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
11. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
13. To review the functioning of the Whistle Blower Policy (Vigil Mechanism);
14. Approval of appointment of CFO (i.e., the wholetime Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
15. Approval or any subsequent modification of transactions of the Company with related parties;
16. Scrutiny of inter-corporate loans and investments;

17. Valuation of undertakings or assets of the Company, wherever it is necessary;
18. Evaluation of internal financial controls and risk management system;
19. Review of Management discussion and analysis of financial condition and results of operations;
20. Review of Management letters / letters of internal control weaknesses issued by the statutory auditors;
21. Review of Internal audit reports relating to internal control weaknesses;
22. Review of Financial statement, in particular, investments made by the subsidiary company(s);
23. Review of appointment, removal and terms of reference of Chief Internal Auditor;
24. Recommend appointment and remuneration of Cost Auditors;
25. Any other role as prescribed by the Companies Act, 2013 and the SEBI Listing Regulations, 2015.
26. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

(ii) Composition

As on date, the Committee comprises of Shri Khushi Ram Gupta, Chairman, Shri S G Rajgarhia, Shri Ram Ratan Bagri, Smt. Uma Hada, Members.

Invitees:

Shri Hari Ram Sharma, Managing Director is permanent invitee to the Audit Committee Meetings.

The representatives of Statutory Auditors and Internal Auditors, Chief Financial Officer and other executives, as desired by the Committee, attend the meetings as invitees.

(iii) Meetings, Quorum and Attendance

Audit Committee meets at least four times in a year with a gap of not more than 120 days between two consecutive meetings. The quorum for the meeting is either two members or one third of the members of the Committee, whichever is higher with at least two Independent Directors.

During the FY 2018-19, the Committee met four times i.e. on May 08, 2018; August 06, 2018;

November 01, 2018 and February 04, 2019.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings Held During Tenure	Meetings Attended
Shri Khushi Ram Gupta, Chairman	4	4
Shri S G Rajgarhia, Member	4	4
Shri Ram Ratan Bagri, Member	4	4
Smt. Uma Hada, Member	4	3

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee, constituted under Section 178 of the Act and Regulation 19 with Part D of Schedule II to the SEBI Listing Regulations, 2015, functions according to its terms of reference that define its authority, responsibility and reporting functions which, inter alia, include the following:

(i) Terms of reference:

The role of Committee is:

1. To identify persons who are qualified to become director in accordance with the criteria laid down and recommend to the Board, their appointment/ removal;
2. To identify persons who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board, their appointment / removal;
3. To formulate criteria for performance evaluation of independent directors and the Board and to carry out evaluation of every director's performance;
4. To formulate the criteria for determining qualifications, positive attributes and independence of a director;
5. To devise a policy on Board diversity;
6. To formulate and recommend to the Board policies relating to the remuneration for:
 - a. Directors;
 - b. Key Managerial Personnel; and
 - c. Other Employees of the Company;

7. To recommend remuneration payable to Managing Directors and Whole-time Directors;
8. To review and recommend nature of services rendered by any Director in other capacity and requisite qualification thereof;
9. To discharge the roles envisaged under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
10. To recommend the board, all remuneration, in whatever form, payable to senior management.”
11. Any other role as may be prescribed by law, from time to time.

(ii) Composition

As on date, the Committee comprises of Shri Khushi Ram Gupta, Chairman, Shri Rajendra Kumar Rajgarhia, Shri Ram Ratan Bagri, Smt. Uma Hada, Members.

(iii) Meetings, Quorum, Attendance

The Committee shall meet at least once in a year. During the FY 2018-19 the Committee met twice i.e. on August 06, 2018 and February 26, 2019. The quorum for the meeting is either two members or one third of the members of the Committee, whichever is greater, including at least one Independent Director.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings Held During Tenure	Meetings Attended
Shri Khushi Ram Gupta, Chairman	2	2
Shri Rajendra Kumar Rajgarhia, Member	2	2
Shri Ram Ratan Bagri, Member	2	2
Smt. Uma Hada, Member	2	1

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee oversees, inter alia, redressal of shareholder and investor grievances, transfer/ transmission of shares, issue of duplicate share certificates, dematerialisation/ rematerialisation of shares and related matters in accordance with the provisions of the Act and Regulation 20 read with Part D of Schedule II to the SEBI Listing Regulations, 2015. Additionally, the Board has authorised the Company Secretary to exercise the powers of approving transfer/ transmission of shares. Normally, transfers/ transmissions are approved once in a fortnight.

(i) Terms of reference:

The role of Committee is:

1. To resolve the grievances of the security holders' complaints like non-transfer of securities, non-receipt of annual report, non-receipt of dividends/interest, issue of new /duplicate certificates, general meetings etc;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend/warrants/ annual reports/statutory notices by the shareholders of the Company; and
5. The Committee shall perform all such other functions as may be prescribed under The Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and/or any other law for the time being in force, including any statutory amendments, modifications made there under.

(ii) Composition

As on date, the Committee comprises of Shri Khushi Ram Gupta, Chairman, Shri Ram Ratan Bagri, Shri Hari Ram Sharma, Members.

Compliance Officer

Ms. Neha Jain*, Company Secretary of the Company is the Compliance Officer in terms of Regulation 6 of SEBI Listing Regulations, 2015.

**Ms. Neha Jain was appointed on May 29, 2019 as Company Secretary and Compliance Officer of the Company in place of Ms. Jyoti Upadhyay who has resigned w.e.f March 16, 2019.*

(iii) Meetings, Quorum, Attendance

The Committee shall meet at least once in a year. During the FY 2018-19 the Committee met twice i.e. on May 08, 2018 and November 01, 2018. The quorum for the meeting is either two members or one third of the members of the Committee, whichever is greater.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings Held During Tenure	Meetings Attended
Shri Khushi Ram Gupta, Chairman	2	2
Shri Ram Ratan Bagri, Member	2	2
Shri Hari Ram Sharma, Member	2	2

(iv) Investors' Grievances/Complaints

During the FY 2018-19, No complaint was pending as on March 31, 2019.

(v) Transfers, Transmissions etc. approved

During the FY 2018-19, the Company has resolved 79 cases (involving 26650 equity shares) of transfer and 32 cases (involving 9365 equity shares) of transmission. There were no complaints pending as on March 31, 2019.

The Company had 9227 shareholders as on March 31, 2019.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Corporate Social Responsibility Committee has been constituted to review and oversee the Corporate Social Responsibility ('CSR') initiatives of the Company.

(i) Terms of reference

The role of the Committee is:

1. To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013;
2. To recommend the amount of expenditure to be incurred on the activities referred in the CSR Policy and review the same;
3. To monitor the CSR Policy including CSR projects/programmes;
4. Any other role as may be prescribed by law, from time to time.

(ii) Composition

As on date, the Committee comprises of Shri Rajendra Kumar Rajgarhia, Chairman, Shri Ram Ratan Bagri, Shri Hari Ram Sharma, Members.

(iii) Meetings, Quorum and Attendance

During the FY 2018-19, the Committee met four times i.e., on May 08, 2018, August 06, 2018, November 01, 2018 and February 04, 2019.

The quorum for the meeting is two members or one third of the members of the Committee, whichever is higher.

Attendance details of the members are given in the table below:

Name of the Committee Member	Meetings Held During Tenure	Meetings Attended
Shri Rajendra Kumar Rajgarhia, Chairman	4	4
Shri Ram Ratan Bagri, Member	4	4
Shri Hari Ram Sharma, Member	4	4

RISK MANAGEMENT COMMITTEE

The requirement for constitution of Risk Management Committee is not applicable on APM Industries Limited but voluntarily adopted by the Company. This Committee has been disposed off on August 01, 2019.

4. PERFORMANCE EVALUATION AND ITS CRITERIA

Pursuant to the provisions of the Act, the SEBI Listing Regulations, 2015 and the Performance Evaluation Policy of the Company, the Board has carried out annual evaluation of its performance, its Committees, Chairperson and Directors through structured questionnaire.

Performance of the Board was evaluated by each Director on the parameters such as its role and responsibilities, business risks, contribution to the development of strategy and effective risk management, understanding of operational programmes, availability of quality information in a timely manner, regular evaluation of progress towards strategic goals and operational performance, adoption of good governance practices and adequacy and length of meetings, etc. Independent Directors also carried out evaluation of the Board performance.

Board Committees were evaluated by the respective Committee members on the parameters such as its role and responsibilities, effectiveness of the Committee vis-a-vis assigned role, appropriateness of Committee composition, timely receipt of information by the Committee, effectiveness of communication by the Committee with the Board, Senior Management and Key Managerial Personnel.

Performance of the Chairperson was evaluated by the Independent Directors on the parameters such as demonstration of effective leadership, contribution to the Board's work, communication with the Board, use of time and overall efficiency of Board meetings, quality of discussions at the Board meetings, process for settling Board agenda, etc.

Directors were evaluated individually by the Board of Directors (excepting the Director himself) on the parameters such as his/ her preparedness at the Board meetings, attendance at the Board meetings, devotion of time and efforts to understand the Company and, its business, quality of contribution at the Board meetings, application of knowledge and experience while considering the strategy, effectiveness of follow-up in the areas of concern, communication with Board members, Senior Management and Key Managerial Personnel, etc. Nomination, Remuneration and Compensation Committee also carried out the performance evaluation of the individual Directors. The performance evaluation of the Non – Independent Directors was also carried out by the Independent Directors.

Outcome of the evaluation was submitted to the Chairman of the Company. The Chairman briefed the outcome of the performance evaluation to the Board.

5. REMUNERATION OF DIRECTORS

(a) Remuneration to Executive Directors

Details of the remuneration paid to Chairman and Managing Director during financial year 2018-19 are as under:-

Name of Director	Basic Salary	Benefits/Allowances/Perquisites	Pension/PF	Total
Shri R K Rajgarhia	5900000	4976132	-	10876132
Shri Hari Ram Sharma	5400000	4251979	21600	9673579

As on March 31, 2019, Shri Rajendra Kumar Rajgarhia held 3850000 and Mr. Hari Ram Sharma held 1045 equity shares in the Company.

(b) Remuneration to Non-Executive Directors

The Non-Executive Directors, except Shri S G Rajgarhia, do not have any material pecuniary relationship with the Company. Shri S G Rajgarhia's pecuniary relationship to the Company is limited to the extent of his shareholding which is 5,73,850 equity shares as on March 31, 2019 and the sitting fees received by him. He may also be deemed to have some pecuniary interest with respect to transactions of sale and purchase of materials with the Companies in which he is a director, brief details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Indian Accounting Standards (IND-AS). The Non-Executive Directors are paid sitting fees for the Board/Committee Meetings attended by them and are not paid remuneration in any other form.

The details of sitting fees to the other Non- Executive Directors for year ended March 31, 2019 are as follows:

Name of Director	Board Meetings	Committee Meetings	Total
Shri Khushi Ram Gupta	120000	155000	275000
Shri S G Rajgarhia	120000	80000	200000
Shri Ram Ratan Bagri	120000	155000	275000
Smt. Uma Hada	60000	75000	135000

As on March 31, 2019, Shri Ram Ratan Bagri held 20,000 and Smt. Uma Hada held 2002 equity shares in the Company.

(c) Criteria for making payment to Non-Executive Directors

The Company considers the time and efforts put in by the Non-Executive Directors in deliberations at Board/Committee meetings. They are remunerated by way of sitting fees for attending the meetings and through commission as approved by the Board and members. The criteria have been defined in the Appointment and Remuneration Policy of the Company. The criteria are also displayed on Company's website. The web link for the same is <http://apmindustries.co.in/wp-content/uploads/2019/05/Remuneration-Criteria-NEDs.pdf>

(d) Details of Service Contracts, Notice Period, etc. of all the Directors for the financial year

Name of Director	Contract Period	Service Contract	Notice Period	Severance fees,
Shri Rajendra Kumar Rajgarhia	(Tenure) 01.06.2016 to 31.05.2021 (Chairman)	Yes	No	if any As decided by themanagement
Shri Hari Ram Sharma	01.06.2016 to 31.05.2021 (Managing Director)	Yes	No	As decided by themanagement
Non Executive Directors other than Independent	None The Non Executive Directors other than Independent Directors, liable to retire by rotation, get re-appointed as per the provisions of Articles of Association of the Company and the applicable provisions of Companies Act, 2013	No	No	None

6. GENERAL BODY MEETINGS

(a) The details of the last three Annual General Meetings (AGM) of the Company are as follows:

Financial Year	Date	Time	Location
2017-2018 (44 th AGM)	September 22, 2018	11:30 AM	SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019
2016-2017 (43 rd AGM)	September 25, 2017	11:30 AM	SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019
2015-2016 (42 nd AGM)	September 24, 2016	11:30 AM	SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019

(b) Special resolution passed during last three AGMs:

The details of the Special Resolution passed during last three AGM are mentioned below:-

AGM	Special Resolution Passed
44 th AGM	1) Revision in terms of remuneration of Shri Rajendra Kumar Rajgarhia (DIN: 00141766), Chairman of the Company. 2) Revision in terms of remuneration of Shri Hari Ram Sharma (DIN: 00178632), Managing Director of the Company.
43 rd AGM	No Special Resolution was passed.
42 nd AGM	1) To consider appointment of Shri Rajendra Kumar Rajgarhia as Chairman of the Company. 2) To consider appointment of Shri H R Sharma as Managing Director of the Company. 3) To keep Register and Index of Members at other place.

(c) Whether any Special Resolution(s) passed through Postal Ballot during Financial Year 2018-19

Postal Ballot Notice dated February 26, 2019, in respect of continuing the Directorship of a person as Non-Executive Independent Director who has attained 75 years of age, details as mentioned below :

Mr. Ravi Sharma [M. No. 4468] partner of RSM & Co., Company Secretaries in whole- time practice, Scrutinizer appointed by the Board had submitted his report containing the following result of the postal ballot (physical as well as e-voting).

Particulars of Resolution	Type of Resolution	No. of Votes polled	No. of Votes in favour	No. of Votes against	No. of invalid votes
Continuance of Directorship of Shri Khushi Ram Gupta (DIN: 00027295) as an Independent Non-Executive Director of the Company	Special Resolution	13771481	13766273	4833	375
Continuance of Directorship of Shri Ram Ratan Bagri (DIN: 00275313) as an Independent Non-Executive Director of the Company	Special Resolution	13771481	13766273	4833	375

(a) Whether any Special Resolution(s) are proposed to be passed through Postal Ballot

Special Resolutions as may be necessary under the Act/SEBI Listing Regulations, 2015 would be passed through Postal Ballot.

(b) Procedure for Postal Ballot

- The notices containing the proposed resolutions and explanatory statements thereto are sent to the registered postal/ email addresses of all shareholders of the Company alongwith a Postal Ballot Form and a postage pre-paid envelope containing the address of the Scrutinizer appointed by the Board for carrying out postal ballot process.
- The Postal Ballot Forms/e-voting received within 30 days of dispatch are considered by the Scrutinizer.
- The Scrutinizer submits his report to the Chairman/Managing Director of the Company, who on the basis of the report announces the results.
- The Company has entered into an agreement with National Securities Depository Limited (NSDL) for providing e-voting facility to its shareholders. Under this facility, shareholders are provided an electronic platform to participate and vote on the proposals of the Company.

7. MEANS OF COMMUNICATION

(a) **Quarterly Results:** The quarterly financial results are regularly submitted to the Stock Exchange where the securities of the Company are listed i.e BSE Limited.

(b) **Newspaper Advertisement:** The quarterly and annual financial results published in the leading newspapers i.e 'Business Standard' and regional newspapers like 'Seema Sandesh' and are simultaneously displayed on the website of the company i.e www.apmindustries.co.in.

- (c) **Website:** Various sections of the Company's website keep the investors updated on material developments of the Company by providing key and timely information like details of directors, financial results, annual reports, shareholding pattern etc. The website of the company is www.apmindustries.co.in.
- (d) The Investor Relations department of the Company regularly interacts with current and prospective investors and capital market intermediaries (brokers) who either invest in Company stocks and/or encourage investors to do the same. Investor Relations Department responds to all requests from investors and analysts, through calls/emails, with respect to the business profile and financial performance of the Company. The published results are shared after the Board meeting by uploading on the company's website for all interested stakeholders.
- (e) Annual Report is emailed to such shareholders whose email ids are registered with the Company/ Depositories.

8. **CODE AND POLICIES CONDUCT**

The Company has established the following salient codes and policies:

(a) **Code of Conduct**

The Company has formulated and implemented a Code of Conduct for all Board members and Senior Management. Requisite annual affirmations of compliance with the Code have been received from the Directors and Senior Management of the Company. A declaration signed to this effect by Shri Hari Ram Sharma, Managing Director is enclosed as **Annexure-A**. The Code of Conduct is posted on the Company's website. The web link of the same is <http://apmindustries.co.in/wp-content/uploads/2017/08/coc.pdf>.

(b) **Code of Conduct for Insider Trading**

The Company has formulated and implemented a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities of the Company by its Designated Persons. Dealing in the shares of the Company by the Designated Persons is effectively monitored for ensuring compliance with the Code.

Report on dealing in the shares of the Company by the Designated Persons is placed before the Chairman of the Audit Committee and the Board. The Code of Conduct is posted on the Company's website. The web link of the same is <http://apmindustries.co.in/model-code-of-conduct/>.

(c) **Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information (UPSI)**

The Company has adopted a Code of Practices and Procedures for Fair Disclosure of UPSI with a view to facilitate prompt, uniform and universal dissemination of UPSI. The web link for the same is <http://apmindustries.co.in/wp-content/uploads/2019/05/COP-of-UPSI.pdf>.

(d) **Policy for Determination of Events and Information**

The Company has adopted a Policy for Determining Materiality of Events and Information for the purpose of making disclosure to the Stock Exchange. This policy aims to ensure timely and adequate disclosure of all material and price sensitive information to the Stock Exchange. The Policy is displayed on the Company's website. The web link of the same is <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-DME.pdf>.

(e) **Policy for Preservation of Documents**

The Company has a Policy for Preservation of Documents. The Policy facilitates preservation of documents in compliance with the laws applicable to various functions and departments of the Company. The web link for the same is <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-POD.pdf>.

(f) **Archival Policy**

The Company has adopted an Archival Policy, that lays down the process and manner of archiving the disclosures made to the Stock Exchange under the SEBI Listing Regulations, 2015. The Policy provides that such disclosures, shall be hosted on the website of the Company for a period of five years from the date of disclosure to the Stock Exchange. The Policy also lays down the manner of archiving these disclosures after the period of 5 years. The Policy has been posted on the Company's website. The web link of the same is <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-POD.pdf>.

(g) **Policy for Determining Material Subsidiaries**

This policy is displayed on the Company's website. The web link for the same is: <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-DMS.pdf>

(h) **Policy on Materiality of Related Party Transactions and Dealing with Related**

Party Transactions

This policy is displayed on the Company's website. The web-link for the same is <http://apmindustries.co.in/wp-content/uploads/2019/08/Policy-RPT.pdf>.

No material Related Party Transaction was entered into during FY 2018-19.

(i) **Whistle Blower Policy**

APM has a robust Whistle Blower Policy to make the workplace at APM conducive to open communication regarding business practices. It enables the Directors and full time employees to voice their concerns or disclose or report fraud, unethical

behaviour, violation of the Code of Conduct, questionable accounting practices, grave misconduct, etc. without fear of retaliation/ unlawful victimization/ discrimination which is a sine qua non for an ethical organization.

The Whistle Blower Policy has been posted on the Company's website. The web-link for the same is: <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-WBM.pdf>

(j) Corporate Social Responsibility (CSR) Policy

The Company's CSR policy is displayed on Company's website. The web-link for the same is: <http://apmindustries.co.in/wp-content/uploads/2017/08/Policy-CSR.pdf>

(k) Nomination and Remuneration Policy

The Company's policy on appointment and remuneration of the Directors, Key Managerial Personnel and other employees is attached. The web link for the same is <http://apmindustries.co.in/wp-content/uploads/2019/08/Policy-NRC.pdf>

9. DISCLOSURES

- (a) APM Finvest Limited is not the Wholly owned subsidiary of APM Industries Limited, pursuant to the scheme of Arrangement w.r.t. demerger as specified in Board Report.
- (b) There are no materially significant transaction with the related parties viz. Promoters, Director or the Management, their subsidiaries or relatives, etc. that may have a potential conflict with the interests of the Company at large. Related party transactions are given at Note No. 50 of Notes to the Financial Statements in the Annual Report.
- (c) The Company has complied with various rules and regulations prescribed by the Stock Exchange, SEBI or any other statutory authority relating to the capital markets and no penalties or strictures have been imposed by them on the Company during last three years.
- (d) Detailed notes on risk management are included in the Management Discussion Analysis section.
- (e) The Company has complied with the requirements specified in Regulation 17 to 27 and Clause (b) to (i) of sub-regulation 2 of Regulation 46 of SEBI Listing Regulations, 2015, as amended from time to time.
- (f) Pursuant to Schedule VI, Regulation 39 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and erstwhile Clause 5A of SEBI Listing Agreements, the Company had already sent reminder letters to those shareholders whose shares are remaining unclaimed and lying with the Company/ Registrars and Share Transfer Agents.
- (g) Details of total fees paid to Statutory Auditors are provided in Note No. 36.2 to the financial Statements forming part of Annual Report.
- (h) During the year under review, the Company did not raise any proceeds through a public issue, rights issue and/or preferential issue.

10. GENERAL SHAREHOLDERS' INFORMATION

(a) Date, Time and venue for 45th Annual General Meeting

As per notice of 45th Annual General Meeting.

(b) Financial Year and Financial Calendar

The Company observes April 1 to March 31 of the following year as its Financial Year. The Financial Calendar for year 2019-20 is as follows:

Item	Tentative Dates*
First Quarter Results	August 01, 2019
Second Quarter Results	November 14, 2019
Third Quarter Results	February 14, 2020
Audited Annual Results for the year	May 30, 2020

* As approved by the Board. However these dates are subject to change.

(c) Book Closure & Dividend Payment Dates

Book Closure date and Dividend recommended for the financial year ended March 31, 2019 as per Notice of 45th Annual General Meeting.

(d) Listing

The name of the Stock Exchange at which the securities of the Company are listed and the respective scrip code are as under:

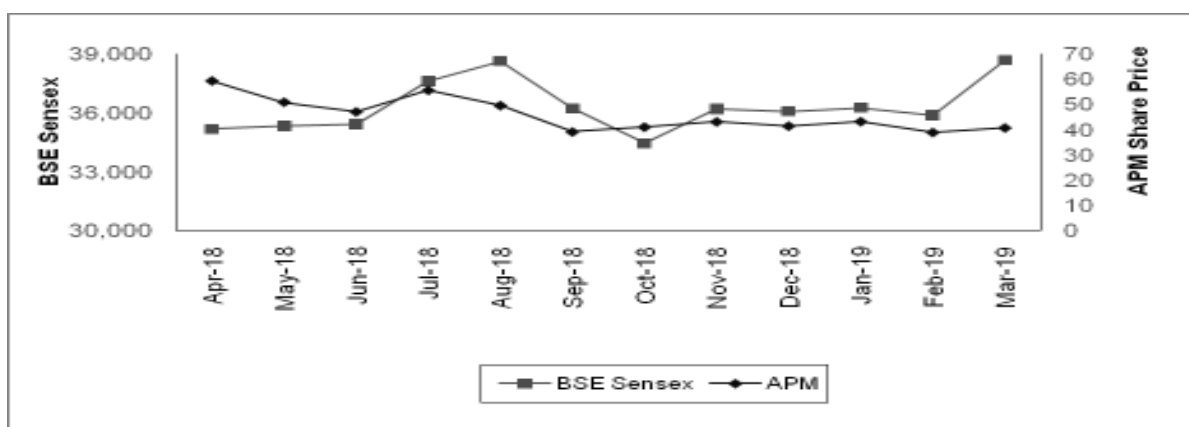
Name of the Stock Exchange	Security Listed	Scrip Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	Equity Shares	523537

(e) Market Price Data

Monthly high/low of market price of the Company's equity shares (of Rs. 2 each) traded on the Stock Exchange (BSE) during 2018-19 is given hereinafter:

(Amount in Rs.)

Month	High Price	Low Price
April, 18	60.90	53.00
May, 18	60.00	49.00
June, 18	55.95	43.00
July, 18	56.50	42.80
August, 18	59.90	45.90
September, 18	50.95	37.00
October, 18	42.40	33.00
November, 18	46.95	39.00
December, 18	46.00	39.80
January, 19	47.90	40.10
February, 19	45.00	36.25
March, 19	46.75	39.05

(f) Performance of the Company's equity shares in comparison to BSE Sensex

The above chart is based on the monthly closing price of the equity shares of the Company and monthly closing BSE Sensex.

(g) Compliance Officer

Ms. Neha Jain, Company Secretary, is the Compliance Officer appointed by the Board. She can be contacted for any investor related matter relating to the Company. The contact no. is 011-26441022 and e-mail id is "csapmindustriestd@gmail.com".

(h) Registrar and Share Transfer Agent

For share related matters, members are requested to correspond with the Company's Registrar and Share Transfer Agent – Skyline Financial Services Private Limited quoting their Folio No. / DP ID & Client ID at the following address:

Skyline Financial Services Private Limited,
D-153A , 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020
Tel: +011-40450193-97, E-mail: admin@skylinerta.com, info@skylinerta.com

(i) Share Transfer System

Stakeholders Relationship Committee is authorised to approve transfer of shares. In order to expedite the process of share transfers, the Board has delegated the power to the Company Secretary of the Company. Share transfers which are received in physical form, are processed and the share certificates are returned within a period of 15 days from the date of receipt subject to the documents being valid and complete in all respects. The dematerialised shares are transferred directly to the beneficiaries by the depositories.

The Company has complied with the requirements of Regulation 40 read with Schedule VII of the SEBI Listing Regulations, 2015 with respect to all formalities of transfers or transmissions of share.

The Company obtains a half- yearly compliance certificate from a Company Secretary in Practice as required under Regulation 40(9) of the SEBI Listing Regulations, 2015 and file a copy of the said Certificate with the Stock Exchange.

Pursuant to Regulation 7(3) of the SEBI Listing Regulations, 2015, Compliance Certificate duly signed by the Compliance Officer and the authorized representative of the Company's RTA viz. Skyline Financial Services Private Limited confirming that all activities in relation to both physical and electronic share transfer facility are being maintained by the RTA for the half year ended September 30, 2018 and March 31, 2019 have been duly submitted to the Stock Exchange.

(j) Credit Ratings

The Company has obtained rating from CARE during the financial year 2018-19. The Credit Rating is BBB+.

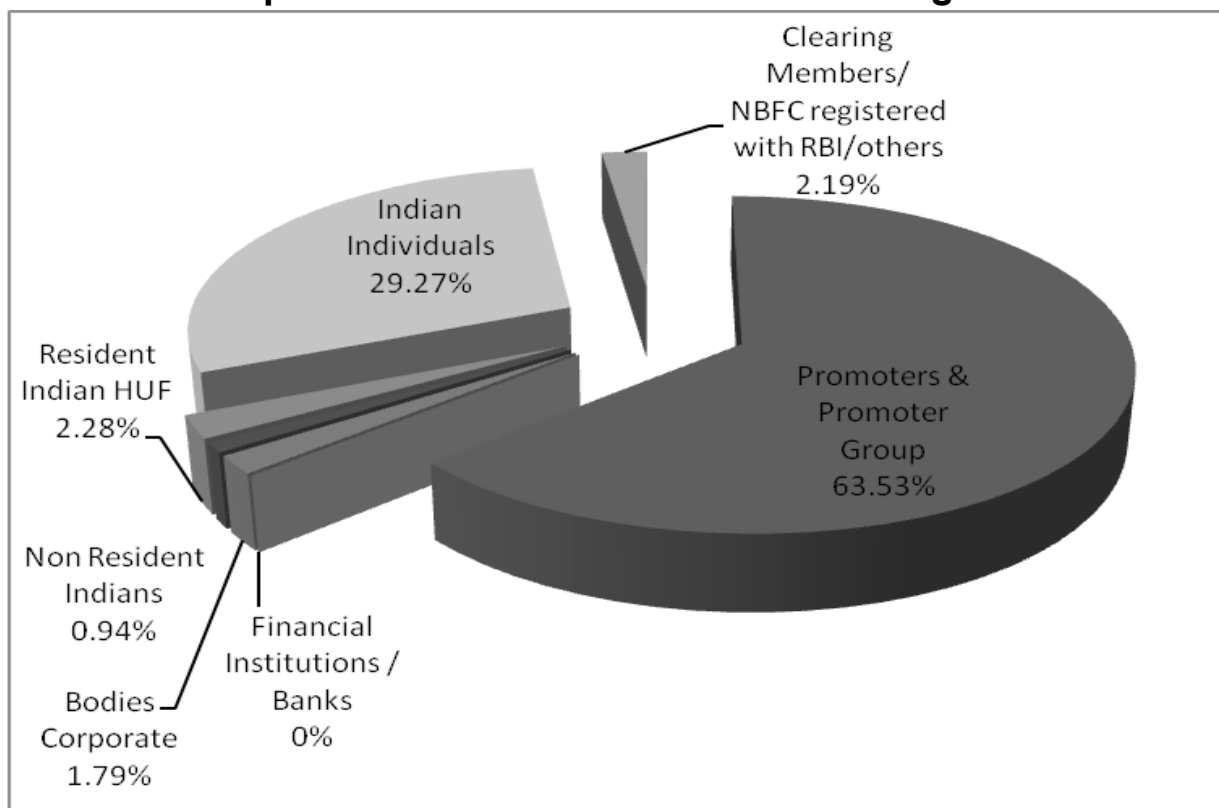
(k) Distribution of shareholding as on March 31, 2019**(i) Value wise**

Shareholding of Nominal Value	Shareholders		Shareholding	
	Number	Percentage	Amount (Rs.)	Percentage
Upto 5000	8852	95.94	6157412	14.25
5001 to 10000	207	2.24	1537510	3.56
10001 to 20000	80	0.87	1134910	2.63
20001 to 30000	27	0.29	658038	1.52
30001 to 40000	6	0.07	207944	0.48
40001 to 50000	11	0.12	482850	1.12
50001 to 100000	14	0.15	1000620	2.32
Above 100000	30	0.33	32043436	74.14
Total	9227	100	43222720	100

(ii) Category wise

S. No.	Category	No. of Shares	Shareholding as a % of total number of shares
A	Promoter & Promoter Group	13730620	63.53
B	Public Shareholding		
1	Financial Institutions/ Banks	250	0
2	Bodies Corporate	386514	1.79
3	Non-Resident Indians	202474	0.94
4	Resident Indian HUF	492414	2.28
5	Indian Individuals	6326688	29.27
6	Clearing Members/ NBFC registered with RBI/others	472400	2.19
	Total	21611360	100

Graphical Presentation of Shareholding

**Unclaimed Dividends**

In respect of unpaid/unclaimed dividends for the year 2011-12, the shareholders are requested to write to the Company/ RTA. Dividends remaining unclaimed for seven years from the date of transfer of unpaid dividend account will be transferred to the Investor Education and Protection Fund.

Shareholders who have not encashed their dividend warrants relating to the dividends specified in the table given below are requested to immediately approach the Registrar and Transfer Agent for issue of duplicate warrants to avoid transfer to IEPF:

Financial Year	Particulars	Date of Declaration	Due date to transfer to IEPF
2011-12	Final Dividend	September 15, 2012	October 21, 2019
2012-13	Interim Dividend	November 12, 2012	December 13, 2019

(m) Information pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015

Information pertaining to particulars of Director to be appointed / re-appointed at the forthcoming Annual General Meeting has been included in the Notice convening the Annual General Meeting.

(n) Certification of Non Disqualification of Directors from Company Secretary in Practice

Mr. Ravi Sharma, Partner of RSM & Co., Company Secretary in Practice, has issued a certificate as required under the Listing regulations, confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure-B**

(o) Compliance Certificate from the Practicing Company Secretary

The Company has obtained a Certificate from Mr. Ravi Sharma, Partner of M/s RSM & Co., Company Secretary in Practice confirming compliance of conditions of Corporate Governance as stipulated in Schedule V(E) of the SEBI Listing Regulations, 2015. The Certificate is attached as **Annexure-C**.

(p) (i) Dematerialization of Shares

The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 20406647 equity shares of the Company were in dematerialized form as on March 31, 2019. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE170D01025.

(ii) Liquidity

The Equity Shares of the Company are frequently traded on the BSE Limited.

(q) Registered Office and Location of Plant

SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar, Rajasthan-301019

(r) Address for Correspondence

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

(s) Corporate Identification Number (CIN)

L21015RJ1973PLC015819

11. COMPLIANCE WITH THE REGULATIONS RELATED TO CORPORATE GOVERNANCE IN THE SEBI LISTING REGULATIONS, 2015**(a) Mandatory Requirements**

The Company has complied with mandatory requirements relating to corporate governance as prescribed in SEBI Listing Regulations, 2015.

(b) Extent to which Discretionary Requirements have been adopted:

The status of adoption of non-mandatory requirements as specified in Regulation 27(1) read with Part E of Schedule II of the SEBI Listing Regulations, 2015 is given below:

(i) The Board

The Company has appointed an Executive Chairman, being promoter of the Company.

(ii) Shareholders' Rights

As the quarterly and half-yearly performance are published in the newspapers and are posted on the Company's website, the same are not being sent separately to each household of the shareholders.

(iii) Modified Opinion(s) in Audit Report

The Company's financial statement for the financial year ended March 2019 does not contain any modified opinion.

(iv) Reporting of Internal Auditor

Internal Auditor reports to the Audit Committee.

CEO/CFO Certification

In compliance with Regulation 17(8) read with Schedule II(B) of the SEBI Listing Regulations 2015, a declaration by Managing Director and CFO is enclosed as **Annexure-D** which, inter-alia, certifies to the Board the accuracy of financial statements and the adequacy of internal controls for the financial reporting purpose.

Investor Services

In an endeavour to give best possible service to investors, the Company has taken the following initiatives:

- Emailing Annual Report and Notice of Annual General Meeting to shareholders, whose e-mail IDs are available.
- User friendly Investor Section on the website of the Company www.apmindustries.co.in.
- A dedicated e-mail ID viz. csapmindustriesltd@gmail.com for sending communications to the Company Secretary & Compliance Officer. Members may lodge their complaints or suggestions on this e-mail ID as well.
- Further, quarterly and annual financial results of the Company are also uploaded on the website of the Company for the benefit of the shareholders and public at large.

For and on behalf of the Board

Place : New Delhi
Dated : August 01, 2019

Rajendra Kumar Rajgarhia
Chairman
DIN: 00141766

Annexure-A

TO WHOMSOEVER IT MAY CONCERN

This is to confirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the year ended March 31, 2019.

For and on behalf of the Board

Place : New Delhi
Date : August 01, 2019

Hari Ram Sharma
Managing Director

Annexure-B

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members
APM Industries Limited
CIN: L21015RJ1973PLC015819
Registered Office: RIICO Industrial Area
Bhiwadi, Dist. Alwar
Rajasthan- 301019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of APM Industries Limited having CIN: L21015RJ1973PLC015819 and having Registered Office: RIICO Industrial Area, Bhiwadi, Dist. Alwar, Rajasthan-301019(hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verification (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company, Our responsibility is to express an opinion on these based on our verification, This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For RSM & CO.
Company Secretaries

CS RAVI SHARMA
PARTNER
FCS NO. 4468, C.P. NO. 3666

Dated : August 01, 2019
Place : New Delhi

Annexure-C

COMPLIANCE CERTIFICATE ON CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
APM Industries Limited

1. We have examined the compliance of conditions of Corporate Governance by APM INDUSTRIES LIMITED for the year ended 31st March 2019, as stipulated in SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 ("Listing Regulations").
2. The Compliance of condition of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For RSM & CO.
Company Secretaries

CS RAVI SHARMA
PARTNER
FCS NO.4468, C.P. NO. 3666

Dated : August 01, 2019
Place : New Delhi

Annexure-D

CERTIFICATE OF CEO/CFO

(Pursuant to Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year 2018-19 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated, wherever applicable, to the auditors and the Audit committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For APM Industries Limited

Place : New Delhi
Date : August 01, 2019

C S Vijay
Chief Financial Officer

Hari Ram Sharma
Managing Director

Annexure - 8**MANAGEMENT DISCUSSION AND ANALYSIS**

[Schedule V – Regulation 34(3) of SEBI (LODR) Regulations, 2015]

Introduction

Management Discussion and Analysis mainly comprise of the statements which, inter-alia, involve predictions based on perceptions and may, therefore, be prone to uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which are forward looking within the meaning of applicable laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly.

a) INDUSTRY STRUCTURE AND DEVELOPMENTS

In India, many states announced capital subsidy and interest subsidy apart from the Technology Upgradation Fund Scheme (TUF) announced by the Government of India for new investments in the textile sector. The Director General of Foreign Trade revised rates for incentives under the merchandise exports from India scheme for two sub sectors readymade garments and made ups from 2 to 4%. Also the Textile Ministry earmarked Rs. 690 Crores for setting up readymade garment manufacturing units in seven states for the development and modernization of Indian textile sector.

With positive sentiments about consistent growth projections for India, we expect to do well in coming years.

b) OPPORTUNITIES & THREATS

We expect that there will be good growth potential in the apparel sector. With the growth of automobiles, demand for technical textiles will also increase. The awareness of fashion amongst the young generation is pushing up the per capita consumption of textiles in India. The Government of India has been given special incentives to the garment sector under TUF Scheme and the Director General of Foreign Trade has also revised rates of incentives under merchandise export from 2 to 4%, which all are opportunities.

The uncertainty in the market due to sluggish demand, increased power cost in Rajasthan, and short term disruptions due to implemented Good & Service Tax (GST) is a threat to the industry. Also there is a shortage of skilled/unskilled labour, which may affect the working of the Company.

c) SEGMENT-WISE PERFORMANCE

The Company has only one line of business, i.e., manufacturing of synthetic blended yarn during the year under review, hence no segment wise information is required. The Company has no activity outside India, except export of yarn manufactured in India, therefore, there is no geographical segment .

d) OUTLOOK

India is expected to grow annually at around 7% between 2018-2022, the Indian middle class is forecast to expand at 19.4% a year over the same period. As a result, India is expected to emerge as one of the most attractive textile consumer markets.

The Indian home textile industry is projected to grow at 8% during 2017 to 2021.

To take advantage of the opportunities, the Company continues to modernize its plant and machinery and add balancing equipment to improve quality of products.

e) RISKS & CONCERNS

Volatile oil prices directly influence pressure on polyester fiber prices almost on daily basis. This cannot be passed on to the customers on a day to day basis. Hence new element of risk has been introduced in the yarn industry. Also the non-availability of trained/skilled man power is a matter of concern.

f) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a professional internal control system, which provides adequate safeguards and effective monitoring of transactions. The Company has a strong internal audit system and an Independent Internal Auditor. The Internal Auditor reports to the Chairman, and the Audit Committee of the Board. Personnel of the Internal Auditor conduct periodical audits in all the areas to ensure that the Company's control mechanism is properly followed and all statutory requirements are duly complied with.

g) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATING PERFORMANCE

The operating performance of the Company has been discussed in the Directors Report under the head financial summary and state of Company affairs/operations. The Profit Before Tax for the year 2018-19 was Rs. 811 lakhs as against Rs. 1802 lakhs in the year 2017-18. The profitability of the Company was effected due to heavy fluctuations in raw material prices, particularly synthetic staple fiber, because of the heavy fluctuations in crude oil prices. The profitability is also lower due to demerger of the Finance and Investment undertaking w.e.f. 01.04.2018.

h) MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company treats its human resources as its most important asset and believes in its contribution to the all round growth of the Company. Your Company's progress is a reflection and outcome of the human resources it has. Your Company has fostered a culture of ownership, accountability and self-evaluation that encourages employees to continuously improve their efficiency. The industrial relations remained cordial throughout the year.

i) OVERVIEW OF THE COMPANY'S PERFORMANCE

During the year 2018-19, the production of synthetic blended yarn was slightly lower i.e. 169 lakh Kgs as compared to 173 lakh kgs in 2017-18. The total income also decreased from Rs. 28464 lakhs to Rs. 27365 lakhs. This was due to a decrease in the sale volume of finished products. Net profits reduced from Rs. 1254 lakhs in 2017-18 to Rs. 734 lakhs in 2018-19, which was mainly due to heavy fluctuations in raw material prices, particularly synthetic staple fibers, because of the heavy fluctuations in crude oil price and also due to demerger.

The earnings per share for the year 2018-19 was Rs.3.40 as compared to the previous year's Rs.5.81.

j) LONG TERM AND SHORT TERM STRATEGY OF COMPANY**Water Conservation**

The Company has undertaken rain water harvesting for preservation of water and also increasing the water level in and around the Company's manufacturing facilities. The Company constructed 6 mini ponds outside the mill area for the purpose of water harvesting in line with ' JAL Swavlamban Abhiyan' of the Government of Rajasthan.

Waste Water Utilization

The Company focused on the prudent utilization of waste water with the objective to put every drop to productive use.

All effluents discharged from the dye house are reused after treatment in the effluent treatment plant (including condensate from the MEE operation). 100% STP treated water is used for various activities including gardening.

Renewable Energy

We believe that investment in renewal energy moderates carbon footprint, reduces energy costs, enhances power security and provides a long term insurance against an increase in power cost. The Company has invested Rs. 415 lakhs to commission roof top solar energy panels of 1.0 MW in 2017-18 with a payback period of around 5 years.

The proactive investments moderated the Company's carbon foot print and power cost.

These activities towards energy conservation reduced 12.40 Lakhs units energy consumption in the year 2018-19.

The Company is planning to install additional capacity of 1.8 MW solar power plant in the year 2019-20 to save power cost. The Company has also changed power supply from 33 KV to 132 KV in the year 2019-20, which will also save power cost.

k) SIGNIFICANT CHANGES IN FINANCIAL RATIOS

During the year, the significant changes in the financial ratios of the Company, which are 25% or more as compared to the previous year are summarized below:

S. No.	Financial Ratios	FY 2018-19	FY 2017-18	Change in %	Reason for Change
1.	Debtor Turnover Ratio	9.60	10.00	(4.01)	-
2.	Inventory Turnover Ratio (RM)	24.41	23.67	3.11	-
3.	Interest Coverage Ratio	2.97	5.59	(46.91)	Due to Lower profitability and demerger during the year
4.	Current Ratio	1.23	1.49	(17.92)	-
5.	Debt Equity Ratio	0.47	0.25	88.60	Due to Reduction in equity because of demerger
6.	Operation Profit Margin (%)	3.09	4.80	(35.68)	Due to Lower profitability and demerger during the year
7.	Net Profit margin (%)	2.72	4.55	(40.21)	Due to Lower profitability and demerger during the year
8.	Return on Net Worth (%)	6.18	6.60	(6.23)	-

l) CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's expectations or predictions may be forward looking within the meaning of applicable laws or regulations. Actual results may differ materially from those expressed or implied.

For and on behalf of the Board

Rajendra Kumar Rajgarhia
Chairman
DIN: 00141766

Place : New Delhi
Dated : August 01, 2019

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF APM INDUSTRIES LIMITED
Report on the Audit of the Financial Statements**

1. Opinion

We have audited the accompanying financial statements of APM Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

3. Key Audit Matters:

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<p>Revenue from sale of products (As described in Note 3.5 of the financial statements)</p> <p>Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.</p> <p>The revenue is one of the key profit drivers. The terms of sales arrangements, including the timing of transfer of control, delivery specifications create complexity and judgement in determining timing of sales revenues.</p> <p>Accordingly, due to the significant risk associated with revenue recognition in accordance with terms of Ind AS 115 'Revenue from Contracts with Customers', it was determined to be a key audit matter in our audit of the financial statements.</p>	<p>Following audit procedures have been performed:</p> <p>Assessed the design and tested the operating effectiveness of internal controls, automated and manual related to revenue recognition.</p> <p>Performed sample test of individual sales transaction and traced to sales invoices, sales orders and other related documents. Checked that the conditions for revenue recognitions are satisfied.</p> <p>Performed inventory reconciliations, substantive testing for cut-offs confirmation of receivables balances and analytical procedure.</p> <p>Assessed the relevant disclosures made within the financial statements.</p>

4. Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including its

Annexures, Corporate Governance and Shareholder's information but does not include the financial statements and our auditor's report thereon. Other Information as described in above paragraph is expected to be made available to us after the date of this Auditors' Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Management Discussion and Analysis, Board's Report including its Annexures, Corporate Governance and Shareholder's information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance to correct the same. If material misstatement of the other information remains uncorrected, we may take appropriate action considering our legal rights and obligations, to seek and have the uncorrected misstatement appropriately brought to the attention of the user for whom the Auditor's Report is prepared

5. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained,

whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with Governance, we determine those matters that were of most significance in the Audit of Financial Statements of the current period and are therefore the key audit matters. We Describe these matters in our Auditor's Report unless Law or Regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our Report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communications.

7. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B". Our report expresses unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the company has paid the remuneration to

its directors during the year as per section 197 read with schedule V of the Companies Act, 2013.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its Financial Statements- Refer Note 37 of the Financial Statements.
 - ii. the Company has made provision, as required under the applicable law or accounting standards for material foreseeable losses. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For CHATURVEDI & PARTNERS
Chartered Accountants
Firm Registration No. 307068E

ANUJ MAHANSARIA
Partner

Membership No. 500819

New Delhi
June 20, 2019

ANNEXURE "A" REFERRED IN INDEPENDENT AUDITORS REPORT OF EVEN DATE

The Annexure referred to in Independent Auditors' Report to the members of APM Industries on the Financial Statements for the year ended March 31, 2019, we report that:

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. These Fixed assets have been physically verified by the management during the year pursuant to a regular programme designed for physical verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c. According to the information and explanation given to us, title deeds and lease agreements of the immovable properties have been mortgaged as security with lenders i.e. banks for security of the borrowings raised by the Company. On the basis of our examination of the records of the Company and the copies of the title deeds and lease agreements available with the Company, the title deeds and lease agreements of immovable properties are held in the name of the Company.
- ii. Physically verification of inventories has been conducted at reasonable interval by the management and no material discrepancies were noticed.
- iii. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, LLP firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the clause iii (a), (b) and (c) of paragraph 3 of the Order are not applicable to the Company.
- iv. According to the information and explanation given to us, the company has not, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the directors are interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. The Company had complied with the provision of Section 186 of the Companies Act, 2013 regarding investment and loan.
- v. According to the information and explanations given to us, the Company has not accepted any deposit during the year. Accordingly, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the Company specified by the Central Government under Sub Section (1) of Section 148 of the Companies Act, 2013 and rules thereunder and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- vii. a. The Company is regular in depositing undisputed statutory dues including Provident Fund, Employee State Insurance, Income Tax, Good and Service Tax, Customs Duty, cess and other statutory dues, as applicable with the appropriate authorities and there are no undisputed statutory due outstanding at year end for a period of more than six months from the date they became payable.
- b. According to the information and explanation given to us, there were no disputed amounts payable in respect of Income Tax, Sales Tax, Service Tax, Customs Duty, Value Added Tax or cess as at March 31, 2019 except:

Name of the Statute	Nature of Dues	Amount (Rs. in lakhs)	Period to which amounts relates	Forum where dispute is pending	Remarks
The Central Excise Act, 1944	Excise Duty	138	FY 2016-17	Commissioner (Appeal)	Adjustable from GST Input Tax Credit Balance
Finance Act, 1994	Service Tax	7	FY 2015-16 FY 2016-17	Commissioner (Appeal)	
The Central Excise Act, 1944	Excise Duty	3	April 2017 to June 2017	Assistant Commissioner	

- viii. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to any bank. The Company has not taken any loans or borrowings from Financial Institutions and Government and has not issued any Debentures.
- ix. According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer during the year. The term loan availed during the year were applied for the purpose for which term loan was taken.
- x. According to the information and explanation given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, the Company has paid or provided managerial remuneration in accordance with the requisite approval mandated by the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
- xii. The company is not a Nidhi Company. Accordingly, the clause xii of paragraph 3 of the Order is not applicable to the Company.
- xiii. The company has complied with the provisions of the sections 177 and 188 of the Companies Act, 2013 and has disclosed the details in the Financial Statements as required by the applicable accounting standard with respect to the transaction with the related parties during the year.
- xiv. According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debenture during the year under review. Accordingly, the clause xiv of paragraph 3 of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us, the company has not entered into any non-cash transaction with directors or person connected with them. Accordingly, the clause xv of paragraph 3 of the Order is not applicable to the Company.
- xvi. The company is not required to be registered under section 45 –IA of Reserve Bank of India Act, 1934. Accordingly, the clause xvi of paragraph 3 of the Order is not applicable to the Company.

For CHATURVEDI & PARTNERS

Chartered Accountants

Firm Registration No. 307068E

ANUJ MAHANSARIA

Partner

Membership No. 500819

New Delhi
June 20, 2019

Annexure-B REFERRED IN INDEPENDENT AUDITORS REPORT OF EVEN DATE

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of "APM INDUSTRIES LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India

("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For CHATURVEDI & PARTNERS

Chartered Accountants

Firm Registration No. 307068E

ANUJ MAHANSARIA

Partner

Membership No. 500819

New Delhi
June 20, 2019

BALANCE SHEET		(Rs. in Lakhs)	
AS AT MARCH 31, 2019			
PARTICULARS	Note No.	As At March 31, 2019	As At March 31, 2018
I. Assets			
Non-Current Assets			
(A) Property, Plant and Equipment	4	14,829	14,528
(B) Capital Work in Progress	4	620	144
(C) Other Intangible Assets	4	4	8
(D) Financial Assets			
(i) Investments	5	-	6,735
(ii) Other Financial Assets	6	311	146
(E) Non Current Tax Assets (net)	7	23	29
(F) Other Non Current Assets	8	156	68
Total Non-Current Assets		15,943	21,658
Current Assets			
(A) Inventories	9	4,732	4,087
(B) Financial Assets			
(i) Investments	10	-	393
(ii) Trade Receivables	11	2,919	2,652
(iii) Cash and Cash Equivalents	12	10	38
(iv) Bank Balance other than (iii) above	13	126	151
(v) Loans	14	-	350
(vi) Other Financial Assets	15	19	46
(C) Other Current Assets	16	615	392
Total Current Assets		8,421	8,109
TOTAL ASSETS		24,364	29,767
II. EQUITY AND LIABILITIES			
1.0 EQUITY			
(A) Equity Share Capital	17	432	432
(B) Other Equity	18	11,780	18,568
Total Equity		12,212	19,000
2.0 LIABILITIES			
Non-Current Liabilities			
(A) Financial Liabilities			
(i) Borrowings	19	1,727	1,671
(ii) Other Financial Liabilities	20	180	-
(B) Provisions		-	-
(C) Deferred Tax Liabilities (net)	21	3,379	3,669
Total Non-Current Liabilities		5,286	5,340
Current Liabilities			
(A) Financial Liabilities			
(i) Borrowings	22	3,371	2,489
(ii) Trade Payables	23		
(a) Total outstanding dues of micro enterprises and small enterprises		3	7
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,757	1,386
(iii) Other Financial Liabilities	24	1,522	1,285
(B) Other Current Liabilities	25	88	69
(C) Provisions	26	125	154
(D) Current Tax Liabilities (net)	27	-	37
Total Current Liabilities		6,866	5,427
Total Liabilities		12,152	10,767
TOTAL EQUITY AND LIABILITIES		24,364	29,767
Significant Accounting Policies and Notes forming part of the Financial Statements		1-54	
As per our report of even date attached		For and on behalf of the Board	
For CHATURVEDI & PARTNERS Chartered Accountants Firm Registration No. 307068E	HARI RAM SHARMA Managing Director DIN 00178632	R K RAJGARHIA Chairman DIN 00141766	K R GUPTA Director DIN 00027295
ANUJ MAHANSARIA Partner Membership No. 500819	C S VIJAY Chief Financial Officer		NEHA JAIN Company Secretary Membership No. 48053
Place : New Delhi Date : June 20, 2019			

STATEMENT OF PROFIT AND LOSS			
FOR THE YEAR ENDED MARCH 31, 2019			
(Rs. in Lakhs)			
PARTICULARS	Note No.	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
INCOME			
I Revenue from Operations	28	26,950	27,578
II Other Income	29	415	886
III Total Income		27,365	28,464
IV Expenses:			
Cost of Materials Consumed	30	15,802	15,295
Changes in Inventories of Finished Goods and Work-in-Progress	31	(356)	182
Employee Benefits Expense	32	4,026	3,850
Finance Costs	33	436	408
Depreciation and Amortization Expense	34	542	485
Excise Duty	35	-	6
Other Expenses	36	6,104	6,436
Total Expenses		26,554	26,662
V Profit before exceptional Items and Tax (III-IV)		811	1,802
VI Exceptional Items		-	-
VII Profit/(Loss) before Tax (V-VI)		811	1,802
VIII Tax Expense	45(a)		
Current Tax		198	418
Less : MAT Credit Entitlement		(20)	(178)
Deferred Tax		(83)	292
Tax related to earlier year		(18)	16
IX Profit for the year (VII-VIII)		734	1,254
X Other Comprehensive Income			
A i Items that will not be reclassified to profit or loss			
-Remeasurement of defined benefit plans		31	(2)
ii Income tax relating to items that will not be reclassified to profit or loss			
-Remeasurement of defined benefit plans	45(d)	(10)	1
B i Items that will be reclassified to profit or loss			
ii Income tax relating to items that will be classified to profit or loss			
XI Total Comprehensive Income for the year (IX+X)		755	1,253
(Comprising Profit and other comprehensive income for the year)			
XII Earning per equity share	52		
(Face value of Rs. 2/- each)			
Basic (Rs.)		3.40	5.81
Diluted (Rs.)		3.40	5.81
Significant Accounting Policies and Notes forming part of the Financial Statements	1-54		
As per our report of even date attached		For and on behalf of the Board	
For CHATURVEDI & PARTNERS Chartered Accountants Firm Registration No. 307068E	HARI RAM SHARMA Managing Director DIN 00178632	R K RAJGARHIA Chairman DIN 00141766	K R GUPTA Director DIN 00027295
ANUJ MAHANSARIA Partner Membership No. 500819	C S VIJAY Chief Financial Officer		NEHA JAIN Company Secretary Membership No. 48053
Place : New Delhi			
Date : June 20, 2019			

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019	(Rs. in Lakhs)		
	Year Ended March 31, 2019	Year Ended March 31, 2018	
I. CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the year before Taxation	811	1802	
Adjustments for			
Depreciation and amortisation expense	542	485	
Excess Provision Written Back/Liabilities no longer required	(255)	(364)	
(Profit)/ Loss on sale of Property, Plant and Equipment	9	32	
Allowances for doubtful trade receivables	23	23	
(Profit)/ Loss on Sale of Units of Mutual Fund/Shares	-	(513)	
Finance Cost	436	408	
Interest Income	(2)	(39)	
Dividend Income	-	(1)	
Operating profit before working capital changes	1,564	1,833	
Changes in assets and liabilities			
(Increase)/Decrease in Inventories	(645)	562	
(Increase)/Decrease in Trade Receivables	(288)	79	
(Increase)/Decrease in Other Bank Balances	28	(31)	
(Increase)/Decrease in current and non-current assets	(246)	92	
(Increase)/Decrease in current and non-current financial assets	(162)	68	
Increase/(Decrease) in current and non-current liabilities and provisions	(10)	17	
Increase/(Decrease) in current and non-current financial liabilities	684	419	
Cash generated from operations activities	925	3,039	
Taxes Paid	211	381	
Net cash flows generated from operating activities	714	2,658	
II. CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of Property Plant and Equipment	(1,082)	(2,080)	
Sale of Property Plant and Equipment	25	158	
Purchase of Investments (net)	-	(806)	
Investment in subsidiary	-	-	
Dividend received	-	1	
Interest Received	12	39	
Net cash (used in) investing activities	(1,045)	(2,688)	
III. CASH FLOWS FROM FINANCING ACTIVITIES			
Increase/(decrease) in Long Term borrowings	115	640	
Increase/(decrease) in Working Capital and other borrowings	515	(78)	
Short term loan from related party	381	-	
Dividend and Corporate Dividend Tax Paid	(264)	(126)	
Interest and finance charges paid	(443)	(401)	
Net cash flows generated from financing activities	304	35	
IV. NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS DURING THE YEAR	(27)	5	
Cash and cash equivalents at the beginning of the year (net of adjustment of Rs. 1 lakhs on account of demerger as on April 1, 2018)	37	33	
Cash and cash equivalents at the end of the year	10	38	
Notes			
1. The cash flow statement has been prepared under the indirect method as set out in the Ind AS 7 - Statement of Cash Flow			
2. Adjustment on account of demerger is given below:			
Investments	7,128		
Loans	350		
Cash and Cash Equivalents	1		
Other Financial Assets	13		
Deferred Tax Liabilities	(209)		
	7,283		
3. Figures in brackets indicate cash outflow.			
4. Cash & Cash Equivalents include:			
Cash in Hand	2		
Balances with Banks			
- In Current Accounts	8	35	
	10	38	
As per our report of even date attached	For and on behalf of the Board		
For CHATURVEDI & PARTNERS Chartered Accountants Firm Registration No. 307068E	HARI RAM SHARMA Managing Director DIN 00178632	R K RAJGARHIA Chairman DIN 00141766	K R GUPTA Director DIN 00027295
ANUJ MAHANSARIA Partner Membership No. 500819	C S VIJAY Chief Financial Officer		NEHA JAIN Company Secretary Membership No. 48053
Place : New Delhi Date : June 20, 2019			

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2019						
A. EQUITY SHARE CAPITAL						
Equity shares of Rs. 2 each issued, subscribed and fully paid up (Rs. in Lakhs)						
Particulars	Numbers of Shares	Amount				
As at April 1 2017	21,611,360	432				
Changes in equity share capital	-	-				
As at March 31, 2018	21,611,360	432				
Changes in equity share capital	-	-				
As at March 31, 2019	21,611,360	432				
B. OTHER EQUITY						
Particulars	Reserves and Surplus			Other Items of Other Comprehensive Income	Total	
	Securities premium	Capital Reserve	General Reserve			Retained Earnings
Balance as at April 1, 2017	243	-*	6,987	10,273	(58)	17,445
Profit for the year	-	-	-	1,254	-	1,254
Remeasurmnt of the defined benefits plan (Net)	-	-	-	-	(1)	(1)
Dividends	-	-	-	(108)	-	(108)
Dividend Distribution Tax	-	-	-	(22)	-	(22)
Balance as at March 31, 2018	243	-	6,987	11,397	(59)	18,568
Profit for the year	-	-	-	734	-	734
Remeasurmnt of the defined benefits plan (Net)	-	-	-	-	21	21
Adjustment on account of Demerger- (Refer Note 39)	-	-*	(6,987)	(96)	-	(7,083)
Adjustment on account of Demerger- (Refer Note 39)	-	-	-	(200)	-	(200)
Amount transferred to General Reserve	-	-	-	(5,000)	-	(5,000)
Amount transferred from Retained Earnings	-	-	5,000	-	-	5,000
Dividends	-	-	-	(216)	-	(216)
Dividend Distribution Tax	-	-	-	(44)	-	(44)
Balance as at March 31, 2019	243	-	5,000	6,575	(38)	11,780

* Rs. 0.31 Lakhs adjusted as per scheme of arrangement

For and on behalf of the Board

For CHATURVEDI & PARTNERSChartered Accountants
Firm Registration No. 307068E**ANUJ MAHANSARIA**Partner
Membership No. 500819

Place : New Delhi

Date : June 20, 2019

HARI RAM SHARMAManaging Director
DIN 00178632**C S VIJAY**

Chief Financial Officer

R K RAJGARHIAChairman
DIN 00141766**K R GUPTA**Director
DIN 00027295**NEHA JAIN**Company Secretary
Membership No. 48053

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

1. Company Overview

APM INDUSTRIES LIMITED (the Company) having its registered office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar-301019, Rajasthan India, is a Public Limited Company domiciled in India and is incorporated in India under the provisions of Companies Act, 1956. The company is engaged in the manufacturing and selling of Man Made Fibre's Spun Yarn and Sewing Thread Business. The corporate office of the Company is located at 910, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019, India.

2. Recent accounting pronouncement**Standards issued but not yet effective****Ind AS 116 Leases:**

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees.

The Company will recognize a lease liability measured at the present value of the minimum lease payments. The right-of-use asset is recognised at its carrying amount as if the Standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at April 1, 2019.

The Company will adopt Ind AS 116 effectively for the annual reporting period beginning April 1, 2019 and the Company is currently evaluating the effect of this amendment on the financial statements.

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, the company needs to assess whether it is probable that the relevant tax authority will accept an uncertain tax treatment used or a treatment which is being proposed to be used in its income tax filings.

The effective date for adoption of Ind AS 12 Appendix C is annual periods beginning on or after April 1, 2019 and the Company is currently evaluating the effect of this amendment on the financial statements.

Amendment to Ind AS 12 – Income taxes:

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the financial statements.

Amendment to Ind AS 19 – plan amendment, curtailment or settlement-

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

3. Significant Accounting policies

3.1 Statement of Compliance

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, the relevant provisions of Companies Act, 2013 and guidelines issued by the Security and Exchange Board of India (SEBI), as applicable.

3.2 Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended, and presentation requirements of Division II to Schedule III to the Act under the historical cost convention on the accrual basis except for the following:

- a. Certain financial assets and liabilities that are measured at fair value
- b. Assets held for sale – measured at the lower of carrying amount and fair value less costs to sell
- c. Defined benefit plans – plan assets measured at fair value

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

3.3 Critical accounting judgments and key sources of estimation uncertainty

The preparation of the financial statements in conformity with the Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the financial statements and the reported amounts of the revenues and expenses for the years presented. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Although these estimates are based upon the management's best knowledge of current events, actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical Judgments In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

Discount rate used to determine the carrying amount of the Company's defined benefit obligation: The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Contingences and commitments: In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, company treat them as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings, the company do not expect them to have a materially adverse impact on the financial position or profitability.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Income taxes: The Company's tax jurisdiction is India. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions.

Useful lives of property, plant and equipment: As described in Note 3.8, the Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. During the current financial year, the management determined that there were no changes to the useful lives and residual values of the property, plant and equipment.

Allowances for doubtful debts: The Company makes allowances for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires use of judgment and estimates.

Inventory Write down: The company evaluate nature of inventory, aging, liquidation and plan of disposal to ascertain write down value of inventory.

Rebates, Incentives and Discount to Customers: The Company's contracts with customers include promises to transfer goods to the customers. Judgement is required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as schemes, incentives, cash discounts, etc. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

Estimates of rebates and discounts are sensitive to changes in circumstances and the Company's past experience regarding returns and rebate entitlements may not be representative of customers' actual returns and rebate entitlements in the future.

3.4 Operating Cycle and Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification in accordance with Part-I of Division- II of Schedule III of the Companies Act, 2013.

An asset is treated as current when it (a) Expected to be realized or intended to be sold or consumed in normal operating cycle; (b) Held primarily for the purpose of trading; or (c) Expected to be realized within twelve months after the reporting period, or (d) The asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when (a) It is expected to be settled in normal operating cycle; or (b) It is held primarily for the purpose of trading; or (c) It is due to be settled within twelve months after the reporting period, or (d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, results in its settlement by the issue of equity instruments do not affect its classification. The Company classifies all other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its normal operating cycle.

3.5 Revenue recognition

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, rebates, scheme allowances, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

The Company has adopted Ind AS 115 using the cumulative catch-up method whereby the effect of applying this standard is recognised at the date of initial application (i.e. 1 April, 2018). Accordingly, the comparative information in the Statement of Profit and Loss is not restated. Impact on adoption of Ind AS 115 is not material.

Cost to obtain a contract

The Company pays sales commission to its selling agents for contracts that they obtain for the Company. The Company has elected to apply the optional practical expedient for costs to obtain a contract which allows the Company to immediately expense sales commissions (included in selling and distribution expense under other expenses).

Costs to fulfill a contract i.e. freight, insurance and other selling expenses are recognized as an expense in the period in which related revenue is recognised.

Interest income Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Dividends Dividend income from investments is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Profit/Loss on sale of units of Mutual funds/Bonds/Shares are accounted on transfer of ownership.

3.6 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitor and review the operating results of the whole company as two

segments of man made fibre spun yarn and finance and investment business. Thus, as defined in Ind AS 108 'Operating Segment' the company's entire business falls under the two operating segments and hence the necessary information's has been disclosed in the financial statements. However, the company has demerged its finance and investment undertaking with effect from April 1, 2018 as per scheme of arrangement as explained in Note 39.

3.7 Foreign Currencies

Functional and presentation Currencies: The financial statements are presented in Indian Rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

Transactions and translations: Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit/(loss) in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

3.8 Property, plant and equipment

Property, plant and equipment (PPE) are initially recognized at cost. The initial cost of PPE comprises its purchase price, including non-refundable duties and taxes net of any trade discounts and rebates. The cost of PPE includes interest on borrowings (borrowing cost) directly attributable to acquisition, construction or production of qualifying assets subsequent to initial recognition, PPE are stated at cost less accumulated depreciation (other than freehold land, which are stated at cost) and impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to statement of profit or loss during the reporting period in which they are incurred.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and useful lives.

Depreciation is recognized so as to write off the cost of assets (other than freehold land and capital work in progress) less their residual values over the useful lives, using the straight- line method ("SLM") in the manner prescribed in schedule II to the Act. Management believes based on a technical evaluation (which is based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.) that the useful lives of the assets as considered by the company reflect the periods over which these assets are expected to be used. Such classes of assets and their estimated useful lives are as under;

S. No	Nature of Asset/Component of an Assets	Useful life of assets/components of assets
1	Building	30-60 years
2	Plant and Equipment	25 years
3	Electrical Equipment	10 years
4	Power Generation Unit	40 years
5	Furniture and Fixtures	10 years
6	Office Equipment	5 years
7	Vehicles	8-10 years
8	Computer Software	6 years

Cost of leasehold Land is being amortized over the period of lease of 99 years.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual values, useful life and depreciation method are reviewed at each financial year end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between sales proceeds and the carrying amount of the asset and is recognized in statement of profit or loss. Fully depreciated assets still in use are retained in financial statements.

3.9 Capital work-in-progress and intangible assets under development

Capital work-in-progress/intangible assets under development are carried at cost, comprising direct cost, related incidental expenses and attributable borrowing cost.

3.10 Intangible assets

Intangible assets are measured on initial recognition at cost and subsequently are carried at cost less accumulated amortization and accumulated impairment losses, if any.

An intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses on derecognition are determined by comparing proceeds with carrying amount. These are included in statement of profit and loss.

The Company amortizes intangible assets with a finite useful life using the straight-line method over the useful lives determined by the terms of the agreement /contract. The estimated useful life is reviewed annually by the management.

3.11 Impairment of Assets

Financial assets: The Company assesses on a forward-looking basis the expected credit loss associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

PPE and intangibles assets: Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the Statement of Profit and Loss.

3.12 Income tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current tax: Current tax is measured at the amount of tax expected to be payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961. Current tax assets and current tax liabilities are off set when there is a legally enforceable right to set the recognized amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax: Deferred income tax is recognized using the Balance Sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognized only to the extent that it is probable that either future taxable profits or reversal of deferred tax liabilities will be available, against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of a deferred tax asset is reviewed at the end of each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Minimum Alternate Tax (MAT) credit is recognized as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.13 Leases

Leases are classified as finance leases whenever the terms of lease transfer substantially all the risks and rewards of ownership to the lessee. Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases.

Operating Lease: Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight-line basis over the lease term except where another systematic basis is more representative of the time pattern in which economic benefits from leased assets are consumed. The aggregate benefit of incentives (excluding inflationary increases where rentals are structured solely to increase in line with the expected general inflation to compensate for the lessor's inflationary cost increases, such increases are recognized in the year in which the benefits accrue) provided by the lessor is recognized as a reduction of rental expense over the lease term on a straight-line basis.

Finance Lease: Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the Balance Sheet as a finance lease obligation. Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease. Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in statement of profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on borrowing costs. Contingent rentals are recognized as expenses in the periods in which they are incurred.

3.14 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

3.15 Provisions and Contingent Liabilities:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

A contingent asset is disclosed, where an inflow of economic benefit is probable. An entity shall not recognize a contingent asset unless the recovery is virtually certain.

3.16 Inventories

Inventories of raw materials and stores and parts are valued at lower of cost on Weighted Average Cost and net realizable value. Cost of raw materials and stores and spares is determined on weighted average cost method. Cost comprises all cost of purchase and other cost incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

Work in progress and finished goods are valued at lower of cost on Weighted Average Cost and net realizable value. Cost includes direct material, labour, cost of conversion and other overheads incurred in bringing the inventory to their present location and condition.

Saleable scrap, whose cost is not identifiable, is valued at net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion/costs necessary to make the sale.

Due allowance is estimated and made for defective and obsolete items, wherever necessary.

3.17 Non-derivative financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

a. Investments and Other Financial assets

Cash and cash equivalents: The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks, which are unrestricted for withdrawal and usage.

Trade Receivables and Loans: Trade receivables are initially recognized at fair value. Subsequently, these assets are held at amortized cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

Debt Instruments: Debt instruments are initially measured at amortized cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the entity's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

Investment in subsidiary: Investment in subsidiary is recognized at cost as per Ind AS 27. Except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-Current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

Equity Instruments: All investments in equity instruments other than in subsidiary classified under financial assets are initially measured at fair value. The Company may, on initial recognition, irrevocably elect to measure the same either at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis.

b. Investments and Other Financial assets – Subsequent measurement

Financial assets at amortized cost: Financial assets are subsequently measured at amortized cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income (FVTOCI): Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL): Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

c. Financial liabilities

All financial liabilities are initially recognised at fair value. The financial liabilities include trade and other payables, other financial liabilities, loans and borrowings.

d. Financial liabilities - Subsequent measurement

Financial liabilities are measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, carrying amounts approximate the fair value due to the short maturity of these instruments.

e. Derecognition of financial instrument

The Company de-recognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of financial liabilities) is de-recognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

f. Offsetting of financial instruments

Financial assets and financial liabilities are set off and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

g. Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the Company operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

3.18 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of such reporting period.

3.19 Exceptional items

Items of income or expense from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company are disclosed as Exceptional items in the Statement of Profit and Loss.

3.20 Borrowing costs

General and specific borrowing costs (including exchange differences arising from foreign currency borrowing to the extent that they are regarded as an adjustment to interest cost) that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

3.21 Employee Benefits

Employee benefits consist of short term obligations, contribution to employee's state insurance, provident fund, gratuity fund and compensated absences.

A. Short Term Obligations

Liabilities for wages and salaries including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related services are recognised in respect of employees' services upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

B. Compensated Absences

The employees are entitled to accumulate leave upto 30 days for future encashment and availment, as per the policy of the Company. The liability towards such unutilized leave as at the year end is determined based on independent actuarial valuation and recognized in the Statement of Profit and Loss.

The classification of the Company net obligation into current and non-current is as per the actuarial valuation report.

The Company fully contributes all ascertained liabilities demanded by Life Insurance Corporation of India for Employee Company Leave Encashment cum Life Assurance (Cash Accumulation) administered by it.

The Company treats accumulated leaves expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the end of each financial year. The Company presents the leave as current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement beyond 12 months after the reporting date. Where the Company has unconditional legal and contractual right to defer the settlement for the period beyond 12 months, the same is presented as non-current liability.

C. Defined Contribution plans

Contributions to defined contribution schemes such as employees' state insurance, labour welfare fund, employee pension scheme etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. Company provident fund contribution is made to a government administered fund and charged as an expense to the Statement of Profit and Loss. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

D. Defined benefit plans:

The Company operates defined benefit plan in the form of gratuity. The liability or asset recognized in the balance sheet in respect of its defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the said obligation is determined by discounting the estimated future cash out flows, using market yields of government bonds that have tenure approximating the tenures of the related liability.

The interest expenses are calculated by applying the discount rate to the net defined benefit liability or asset. The net interest expense on the net defined benefit liability or asset is recognized in the Statement of Profit and loss.

The Company fully contributes all ascertained liabilities to the APM Industries Limited (Unit Orient Syntex) Employee Gratuity Fund Trust ('the Trust'). Trustees took the policy from Life Insurance Corporation of India to administer contributions made to the Trust.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

3.22 Borrowings

Borrowings are initially recognized at net of transaction costs incurred and measured at amortized cost. Any difference between the prospects (net of transaction costs) and the redemption amount is recognized in the Statement of Profit and Loss over the period of the borrowing using the effective interest method.

3.23 Manufacturing and operating expenses

The Company classifies separately manufacturing and operating expenses which are directly linked to manufacturing and service activities of the company.

3.24 Earnings per share (EPS)

Basic EPS is computed by dividing the profit or loss attributable to the equity shareholders of the Company by the weighted average number of Equity shares outstanding during the year –Diluted EPS is computed by adjusting the profit or loss attributable to the ordinary equity shareholders and the weighted average number of equity shares outstanding, for the effects of all dilutive potential Ordinary shares.

4. PROPERTY, PLANT AND EQUIPMENT	(Rs. in Lakhs)										
	PARTICULARS	Property, Plant and Equipment								Other Intangible Assets	
		Land (Lease Hold)	Building	Plant and Equipments	Power and Generation Unit	Furniture and Fixtures	Office Equipments	Vehicles	Total	Capital Work in progress	Computer Software
Gross carrying value											
As at April 1, 2017	6,400	969	5,352	436	82	33	165	13,437		13	
Additions	-	208	1,872	78	6	1	15	2,180		-	
Deletions	-	-	163	37	-	-	6	206		-	
As at April 1, 2018	6,400	1,177	7,061	477	88	34	174	15,411		13	
Additions	-	51	792	-	12	7	10	872		-	
Deletions	-	-	36	-	-	-	4	40		-	
As at March 31, 2019	6,400	1,228	7,817	477	100	41	180	16,243		13	
Accumulated Depreciation											
As at April 1, 2017	100	37	216	14	10	9	29	415		4	
Depreciation during the year	100	41	281	13	11	10	28	484		1	
Accumulated depreciation on deletions	-	-	12	3	-	-	1	16		-	
As at April 1, 2018	200	78	485	24	21	19	56	883		5	
Depreciation during the year	100	45	335	16	11	5	26	538		4	
Accumulated depreciation on deletions	-	-	4	-	-	-	3	7		-	
As at March 31, 2019	300	123	816	40	32	24	79	1414		9	
Net Carrying value											
As at March 31, 2019	6,100	1,105	7,001	437	68	17	101	14,829	620	4	
As at March 31, 2018	6,200	1,099	6,576	453	67	15	118	14,528	144	8	

Note:

- 1) Leasehold land is taken by the company on Long term agreements with the government/ government agency for establishment of its plant.
- 2) Capital work in progress includes borrowing cost Rs 6 Lakhs (2018: Nil)
- 3) Capitalization during the period includes borrowing cost of Rs 7 Lakhs (2018: Rs. 8 Lakhs)

Note	(Rs. in Lakhs)				
5	INVESTMENTS (NON-CURRENT)		As At		As At
		March 31, 2019		March 31, 2018	
	In Government securities (Value at cost)				
	a) In Post Office Saving Bank*	0		0	
	(pledged with Excise Department)				
	Total	0		0	
	* Amount less than 1 Lakh				
S. No.	Particulars	Face Value	As At		As At
		Per Unit	March 31, 2019		March 31, 2018
		(Rs.)	Nos.	(Rs.)	Nos. (Rs.)
I	Investment in Subsidiary				
	Unquoted				
	Equity Instrument at Cost				
	APM Finvest Limited (Refer Note 39)	2	-	-	1,00,000 200
					200
II	Investment in other than Subsidiary				
	a. Un-quoted Equity Instruments (Refer note 5.1)				
	Fully Paid Class A Equity Shares, held in V.S.Lignite Power Private Limited	10	1,256,039	126	1,256,039 126
	b. Un-quoted Preference Shares (Refer note 5.2)				
	0.01% Class A Redeemable Preference Shares held in V.S.Lignite Power Private Limited	10	1,114,222	126	1,114,222 111
					237 237
	Less:-Provision for diminution in value of Investment			237	237
	Total Un-quoted			-	-
5.1	Dividend on Class A equity share is restricted to 0.01% of the face value of the shares.				
5.2	Preference Share - Preference shares are redeemable at par over the period of 10-20 year from date of allotment.				
III	Other Investments				
	(Refer Note 39)				
	Investment in Equity Instruments				
	HDFC Bank Limited	2	-	-	2,250 42
	State Bank of India	1	-	-	35,000 87
	Indian Oil Corporation Limited	10	-	-	20,000 35
					164
IV	Investment in Bonds				
	NAHI BONDS 2015	1000	-	-	5,714 57
	IREDA PUBLIC ISSUE II	1000	-	-	13,624 136
					193
V	Investment in Mutual Funds				
	Axis Focus 25 Fund-Growth	10	-	-	198,452 50
	Axis Regular Savind Fund	10	-	-	1,789,207 303
	Aditya Birla Sun Life Short Term Opportunities Fund	10	-	-	897,035 259
	Aditya Birla Sunlife Mip-li-Wealth 25-Growth	10	-	-	1,059,565 405
	Aditya Birla Sunlife Dynanic Bond Fund	10	-	-	584,938 175
	Abakkus Growth Fund	10	-	-	- 0
	Birla Sunlife Medium Term Plan	10	-	-	737,406 162
	Aditya Birla Sunlife Balance Fund	10	-	-	13,537 100
	Aditya Birla Sunlife Equity Fund	10	-	-	9,402 65
	Aditya Birla Sunlife Value Fund	10	-	-	115,843 70
	DSP Black Rock Emerging Star Fund	100	-	-	74,378 126
	DSP Black Rock Cor Fund	100	-	-	94,792 142
	DSP Black Rock Balance Fund	10	-	-	69,541 99
	Edelweiss Multi Strategy Fund	10	-	-	1,000,000 107
	Edelweiss Infra Yield Plus Fund	10	-	-	100,000 10
	Enam Securities Pvt.Ltd.	10	-	-	2,500,000 253

S. No.	Particulars	Face Value Per Unit (Rs.)	As At March 31, 2019		As At March 31, 2018	
			Nos.	(Rs.)	Nos.	(Rs.)
	Franklin India High Growth Companies Fund	10	-	-	183,171	69
	HDFC Corporate Debt Opportunities Fund	10	-	-	2,737,791	395
	Fronkline India Smaller Companies Fund	10	-	-	84,647	50
	HDFC Mip Long Term	10	-	-	14,307	62
	HDFC Prudence Fund	10	-	-	26,019	126
	HDFC Balanced Fund	10	-	-	89,802	131
	HDFC Fmp Series-37	10	-	-	2,000,000	228
	HDFC Equity Saving Fund	10	-	-	289,260	100
	HDFC Capital Fund -Regular Plan	10	-	-	25,844	74
	HDFC Small Cap Fund	10	-	-	165,439	73
	ICICI Prudential Balanced Fund	10	-	-	101,563	127
	ICICI Prudential Short Term Plan	10	-	-	1,656	1
	ICICI Prudential Fmp Series 79-1104	10	-	-	1,000,000	114
	IDFC Core Equity Fund	10	-	-	113,184	50
	IIFL Special Opportunities Fund	10	-	-	712,177	82
	Invesco India Contra Fund	10	-	-	-	0
	Kotak Income Oppotunities Fund	10	-	-	1,160,369	222
	Kotak Equity Savind Fund	10	-	-	758,725	100
	Kotak Standard Multicap Fund Growht Regular Plan	10	-	-	286,502	91
	L & T Resurgent Corporate Bond Fund	10	-	-	1,612,213	210
	L & T India Emerging Business Fund	10	-	-	178,246	48
	L & T India Prudence Fund	10	-	-	285,322	73
	L & T India Midcap Fund	10	-	-	16,471	23
	L & T Infrastructure Fund	10	-	-	284,899	49
	Moti Lal Oswal Focused Growth Fund	10	-	-	869,616	126
	Moti Lal Oswal Multicap Fund-Growht -Regula Plan	10	-	-	192,808	51
	Old Bridge Capital Management P.Ltd.	10	-	-	1,000,000	141
	Reliance Fixed Horizon Fund-Series-Xxx	10	-	-	1,000,000	124
	Reliance Fixed Horizon Fund-Xxxi	10	-	-	1,000,000	118
	Reliance Monthly Income Plan	10	-	-	147,894	62
	Reliance Regular Saving Fund Balance	10	-	-	234,341	133
	Reliance Yield Maximiser	10	-	-	2,000,000	216
	Reliance Corporate Bond Fund	10	-	-	761,441	110
	Reliance Equity Saving Fund	10	-	-	781,763	100
	Reliance Equity Oppotunities Aif Scheme 1	10	-	-	450,000	45
	SBI Blue Chip Fund -Growth	10	-	-	180,663	67
	UTI Dynamic Bond Fund	10	-	-	303,335	61
	Total					6,178
	Grand Total					6,735

Note

Aggregate amount of unquoted Investments in Subsidiary at cost before impairment	-	200
Aggregate amount of unquoted Investments at cost before impairment	-	237
Aggregate amount of quoted Investments and Market value thereof	-	357
Aggregate amount of unquoted Investments in mutual funds.	-	6178
Aggregate amount of impairment in the value of unquoted investment other than subsidiary	-	237

Note	Particulars	(Rs. in Lakhs)					
6	Other Financial Assets			As At			As At
				March 31, 2019			March 31, 2018
	Non Current Financial Assets						
	Bank Deposits with maturity more than 12 months			-			1
	Security Deposits			311			145
				311			146
7	Non Current Tax Assets (Net)			As At			As At
				March 31, 2019			March 31, 2018
	Income Tax Refund Receivable			23			29
				23			29
8	Other Non Current Assets			As At			As At
	(unsecured, considered good, unless otherwise stated)			March 31, 2019			March 31, 2018
	Capital Advances			134			68
	(Refer Note 38)						
	Prepaid Expenses			15			-
	Deferred Interest Payment			7			-
				156			68
9	Inventories			As At			As At
	Current Assets			March 31, 2019			March 31, 2018
	(As taken, valued and certified by the Management)						
	Raw Materials			1,175			896
	Work-In-Progress			569			509
	Finished Goods			2,903			2,607
	Stores and Spares			85			75
				4,732			4,087
	Devaluation during the year						
	Raw Material			1			5
	Finished Goods			3			17
	Stores and Spares *			1			-
	* Less than 1 lakh in 2017-18						
10	Investment	Face	No. of	As At	Face	No. of	As At
	Current Investments	Value	Units	March 31, 2019	Value	Units	March 31, 2018
	(Refer Note-39)						
	DSP Black Rock Emerging Star Fund	10		-	1,000,000		122
	Reliance Fixed Horizon Fund-Series-XXVI-serious-14- Direct Growth	10		-	1,000,000		144
	Reliance Fixed Horizon Fund-XXIX-series 3 Direct Growth	10		-	1,000,000		127
					-		393
	Aggregate Amount of unquoted Investments before impairment						393
	Aggregate Amount of impairment in the value of Investment						-

Note	Particulars	(Rs. in Lakhs)	
11	TRADE RECEIVABLES	As At	As At
	Current Financial Assets	March 31, 2019	March 31, 2018
	Trade Receivables - Secured	-	-
	Trade Receivables - Unsecured	2,973	2,685
	Trade Receivables which have significant increase in credit risk	-	-
	Trade Receivables - Credit Impaired	-	-
	Less: Allowance for doubtful trade receivables	(54)	(33)
		2,919	2,652
	The movement in allowance for doubtful trade receivables:		
	Balance as at beginning of the year	33	10
	Allowance for bad and doubtful trade receivable during the year*	23	23
	Trade receivables written off during the year	(2)	-
	Balance as at end of the year	54	33
	*net of recovery of bad and doubtful debts		
12	Cash and Cash Equivalents	As At	As At
	Current Financial Assets	March 31, 2019	March 31, 2018
	(Refer Note-39)		
	Balances with banks:		
	In Current Accounts	8	35
	Cash on hand	2	3
		10	38
13	Bank Balance other than Cash and Cash Equivalents	As At	As At
	Current Financial Assets	March 31, 2019	March 31, 2018
	Earmarked Balances with banks		
	Unpaid Dividend	126	123
	Term deposits with maturity period of more than 3 months but less than 12 months*	-	28
		126	151
	* Pledged as securities or earmarked for issue of Bank Guarantees		
14	LOANS	As At	As At
	Current Financial Assets	March 31, 2019	March 31, 2018
	(Refer Note-39)		
	Loans to body Corporate		
	Loans considered good - Secured	-	-
	Loans considered good - Unsecured	-	350
	Loans which have significant increase in credit risk	-	-
	Loans - credit impaired	-	-
		-	350
	Less: Allowance for Doubtful Loans	-	-
		-	350
	<i>The Company has given advances to 2 parties ranging from 50 lakhs to 300 lakhs for 90 to 180 days at interest rate of 13.5% to 16.00% p.a.</i>		
	The movement in allowance for doubtful loans:		
	Balance as at beginning of the year	-	-
	Allowance for doubtful loans during the year	-	-
	Loans written off during the year	-	-
	Balance as at end of the year	-	-

Note	Particulars	(Rs. in Lakhs)			
15 Other Financial Assets		As At		As At	
		March 31, 2019		March 31, 2018	
	Current Financial Assets				
	(Refer Note-39)				
	Un-secured, Considered Good unless otherwise stated				
	Interest Receivable	9		19	
	Other Recoverable	10		27	
		<u>19</u>		<u>46</u>	
16 Other Current Assets		As At		As At	
		March 31, 2019		March 31, 2018	
	Unsecured considered good unless otherwise stated				
	(a) Advance to Suppliers	42		31	
	(b) Other Advances	18		25	
	(c) Balances with statutory/ Government Authorities	520		307	
	(d) Prepaid Expenses	32		29	
	(e) Deferred Interest Payment	3		-	
		<u>615</u>		<u>392</u>	
17 EQUITY SHARE CAPITAL		As At		As At	
		March 31, 2019		March 31, 2018	
	Authorised				
	22,500,000 (Previous Year 35,000,000) Equity Shares of Rs. 2/- each (Refer Note No. 39)	450		700	
	300,000 (Previous year 300,000) Redeemable Preference Preference Shares of Rs. 100/- each	300		300	
	Issued				
	Equity				
	22,217,080 (22,217,080) Equity Shares of Rs. 2/- each	444		444	
	Subscribed and Fully Paid Up				
	21,611,360 (21,611,360) Equity Shares of Rs. 2/- each	432		432	
	Total	<u>432</u>		<u>432</u>	
a)	Reconciliation of equity shares outstanding at the beginning and end of the reporting period.				
	Equity Shares	As At		As At	
		March 31, 2019		March 31, 2018	
		Nos.	Rs.	Nos.	Rs.
	Balance at the beginning of the year	21,611,360	432	21,611,360	432
	Issued during the year	-	-	-	-
	Balance at the end of the year	<u>21,611,360</u>	<u>432</u>	<u>21,611,360</u>	<u>432</u>
b)	Terms/ rights attached to equity shares				
	The Company has one class of equity shares having a par value of Rs. 2/- per share. Each shareholder is entitled to one vote per share. All equity Share holders are having right to get dividend in proportion to paid up value at each equity shares as and when declared. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all the preferential amounts, in proportion to their shareholding.				
c)	Details of shareholders holding more than 5% shares in the Company				
	Name of the Shareholder	As at		As at	
		March 31, 2019		March 31, 2018	
		% of holding	Nos.	% of holding	Nos.
	Rajendra Kumar Rajgarhia	17.81	3,850,000	17.81	3,850,000
	Faridabad Paper Mills Limited	12.82	2,770,000	12.82	2,770,000
	Ajay Rajgarhia	10.53	2,275,000	10.41	2,250,000
	Prabha Rajgarhia	7.40	1,600,000	7.40	1,600,000
	Rajgarhia Leasing and Financial Services Pvt.Ltd.	5.23	1,130,000	5.23	1,130,000

Note	Particulars	(Rs. in Lakhs)	
18	Other Equity	As At	As At
		March 31, 2019	March 31, 2018
	Securities Premium	243	243
	Capital Reserve*#	0	0
	General Reserve	5,000	6,987
	Retained Earnings#	6,575	11,397
	Other Comprehensive Income		
	Remeasurement of defined benefit plans	(38)	(59)
		11,780	18,568
	* Rs. 0.31 lakhs adjusted as per scheme of arrangement		
	# Refer Note no. 39 (Refer Statement of Changes in Equity)		
	Nature and purpose of reserves		
(a)	Capital reserve: The capital reserve represents profit on re-issue of forfeiture of equity shares by the Company. This reserve is not freely available for distribution to the shareholders.		
(b)	Securities premium : The amount of difference between the issue price and the face value of the shares is recognized in Securities premium.		
(c)	General reserve: General reserve is the accumulation of the portions of the net profits transferred by the Company in the past years pursuant to the earlier provisions of the Companies Act, 1956/2013.		
(d)	Retained earnings: Retained earnings comprise of the profits of the Company earned till date net of distributions and other adjustments.		
19	BORROWINGS	As At	As At
	Non current financial liabilities	March 31, 2019	March 31, 2018
	Secured Term Loan		
	From Banks	1,725	1,670
	Unsecured		
	Finance Lease Obligations	2	1
		1,727	1,671
19.1	Nature of Security & Terms of Repayment		
19.1.1	Following Term Loans are secured by joint mortgage by deposit of title deeds of the Company's immovable properties situated at Bhiwadi and charge on all immovable and movable assets, both present and future subject to prior charge created on specified movable assets in favour of Company's bankers ranking pari-passu for working capital facilities:		
	Loan From	Terms of Repayment	
a	Industrial Development Bank of India (Rs. 560 Lakhs)		
	Term Loans from Banks amounting to Rs. 35 lakhs (March 31, 2018 Rs.106 lakhs)	Repayable in 32 quarterly instalments from October 2011 along with interest at the rate of 11.90% p.a.	
b	Punjab National Bank (Rs. 163 Lakhs)		
	Term Loans from Banks amounting to Rs Nil (March 31, 2018 Rs. 6 lakhs)	Repayable in 20 equally quarterly instalments from June 2014 along with interest at the rate of 12.15% p.a.	
c	HDFC Bank (Rs. 750 Lakhs)		
	Term Loans from Banks amounting to Rs. 469 lakhs (March 31, 2018 Rs. 656 lakhs)	Repayable in 16 equally quarterly instalments from Sept. 2017 alongwith interest at the rate of 10.05% p.a.	
d	HDFC Bank (Rs. 1000 Lakhs)		
	Term Loans from Banks amounting to Rs. 884 lakhs (March 31, 2018 Rs. 953 lakhs)	Repayable in 60 equally monthly instalments from August 2018 alongwith interest at the rate of 9.90% p.a.	
e	State Bank of India (Rs. 415 Lakhs)		
	Term Loans form Banks amounting to Rs. 341 lakhs (March 31, 2018 Rs. NIL)	Repayable in 11 quarterly instalments from October 2018 alongwith interest at the rate of 9.05% p.a.	
f	State Bank of India (Rs. 690 Lakhs)		
	Term Loans form Banks amounting to Rs. 597 lakhs (March 31, 2018 Rs. NIL)	Repayable in 6 quarterly instalments of Rs. 15 lakhs 17 quarterly instalment of Rs. 33 lakhs & last instalment of Rs. 39 lakhs from October 2019 alongwith interest at the rate of 9.05% p.a.	
19.1.2	Secured Long Term Loans aggregating to Rs. 2,326 lakhs (March 31, 2018 Rs. 2,212 lakhs) are guaranteed by the Chairman.		

19.1.3 Term Loan is secured by first charge on the assets purchased/proposed to be purchased with bank finance and promoter contribution. Further loan is secured by second pari-passu charge on entire current assets of the company including stock and receivables and other current current assets.

Loan From**Punjab National Bank (Rs.750 Lakhs)**

Term Loans from Banks amounting to Rs. NIL
(March 31, 2018 Rs. 491 lakhs)

Terms of Repayment

Repayable in 16 equally quarterly instalments from June 2017 and interest at the rate of 12.15% p.a. and payable as and when charged in the account.

19.2 The Long Term borrowing shown above is net of Rs. 601 lakhs (Mar 31, 2018 Rs. 542 lakhs) current maturities, which is shown under Note No. 24

Note	Particulars	(Rs. in Lakhs)	
20	Other Financial Liabilities	As At	As At
	Non-current Financial Liabilities	March 31, 2019	March 31, 2018
	Capital Creditors	180	-
		180	-
21	Deferred Tax Liabilities (net)	As At	As At
	(Refer Note-39 & 45(d))	March 31, 2019	March 31, 2018
	Deferred Tax Liabilities		
	Depreciation	3,668	3,720
	Fair Valuation of Investment	-	208
	Deferred Tax Liabilities (a)	3,668	3,928
	Deferred Tax Assets		
	Employee benefits	31	69
	Provision for Diminishing in Value of Investment	53	-
	Doubtful Debts and Loans	18	12
	Deferred Tax Assets (b)	102	81
	Mat Credit Entitelment (c)	187	178
	Defferred Tax Liabilities (Net) = (a - b - c)	3,379	3,669
22	Borrowings	As At	As At
	Current financial liabilities	March 31, 2019	March 31, 2018
	Secured		
	Working Capital Loans From banks	3,004	2,489
	Unsecured Loan		
	Demand Loan From Related party	367	-
		3,371	2,489
22.1	Working Capital loan from bank, of Rs. 2,993 lakhs (March 31, 2018 : Rs.1,610 lakhs) repayable on demand is secured by hypothecation of raw materials, consumables stores and spare parts, stock in process, finished goods, book debts and by personal guarantees of the Chairman of the Company. Further it is also secured by way of pari passu second charge on all the immovable properties of the Company. The loan is carrying interest rate of 9.05% and 9.55% p.a.		
22.2	Working Capital loan from bank of Rs. NIL (March 31, 2018 Rs. 879 lakhs) is secured by investment in Units of Mutual Funds and Tax Free Bonds.		
22.3	Demand loan from related party is repayable on demand and carrying interest rate of 9.85% per annum.		
23	TRADE PAYABLES	As At	As At
	Current financial liabilities	March 31, 2019	March 31, 2018
	Total outstanding dues of micro enterprises and small enterprises (Refer Note-40)	3	7
	Total outstanding dues of creditors other than micro enterprises and small enterprises	1,757	1,386
		1,760	1,393

Note	Particulars	(Rs. in Lakhs)	
24	Other Financial Liabilities	As At	As At
		March 31, 2019	March 31, 2018
	Current Financial liabilities		
	Current Maturity of long Term Debts	601	542
	Interest accrued but not due on Borrowings	11	19
	Current Maturity of Finance lease obligation*	0	0
	Unclaimed Dividend	126	123
	Others	-	-
	Capital Creditors	251	98
	Salary, Wages and Benefits payable	531	501
	Other Payable*	2	2
	TOTAL	1,522	1,285
	* Less than Rs. 1 Lakh		
	- There are no amount due for payment to the Investor Education and Protection Fund under section 125 of Companies Act, 2013 as at 31 March, 2019		
25	Other Current Liabilities	As At	As At
		March 31, 2019	March 31, 2018
	Statutory Dues Payable	64	46
	Advances from Customers	18	18
	Interest Payable on MSMED*	0	0
	Security Deposits	6	5
	TOTAL	88	69
	* March 31, 2019: Rs. 242/- (March 31, 2018:Rs 1152/-) is payable as interest.		
26	Provisions	As At	As At
	(Refer Note-42)	March 31, 2019	March 31, 2018
	Provision For Employee Benefits		
	Gratuity	123	153
	Compensated Absence	2	1
	TOTAL	125	154
27	Current Tax Liabilities (Net)	As At	As At
		March 31, 2019	March 31, 2018
	Provision for Tax (Net)	-	37
	TOTAL	-	37
28	Revenue from Operations	For the year ended	For the year ended
		March 31, 2019	March 31, 2018
	(a) Sale of products	26,733	27,024
	(b) Finance Income (Refer Note-39)		
	(i) Interest Income	-	53
	(ii) Net gain on sale/ fair value of Investments through Profit and Loss	-	297
	(iii) Others	-	1
	(c) Other Operating Revenues	217	203
	TOTAL	26,950	27,578
28.1	Disaggregation of Revenue		
28.1.1	Revenue based on Geography		
	Domestic	26,950	
	Export	-	
	Revenue from Operations	26,950	

28.1.2 During the year, the Company is engaged in only one Business Segment i.e. Yarn Manufacturing, hence no business segment disclosure is required.

(Rs. in Lakhs)

**For the year ended
March 31, 2019**

28.1.3 Reconciliation of Revenue from operations with contract price**Products****Textile**

Contract price	27,034
Less:	
Sales returns	(79)
Cash Discounts and other Rebates	(5)
	26,950

28.1.4 The Company has adopted Ind AS 115 using the cumulative catch-up method whereby the effect of applying this standard is recognised at the date of initial application (i.e. 1 April, 2018). Accordingly, the comparative information in the Statement of Profit and Loss is not restated. Impact on adoption of Ind AS 115 is not material.

29 Other Income	For the year ended March 31, 2019	For the year ended March 31, 2018
(a) Interest Income from:		
Bank on Term Deposits	2	2
Loan and Mutual Funds	-	33
Tax Free Bonds	-	4
Customers and Others	145	233
(b) Dividend Income	-	1
(c) Liabilities no longer required written Back	255	364
(d) Fair valuation of Financial Assets	2	-
(e) Net gain on sale/ fair Valuation of Investments through Profit & Loss #	-	216
(f) Miscellaneous income	11	33
TOTAL	415	886

includes fair value gain/(loss) as at March 31, 2019 amounting to Rs. Nil (March 31, 2018 Rs. 369 Lakhs)

30 Cost of Materials Consumed (Refer Note: 47)	For the year ended March 31, 2019	For the year ended March 31, 2018
Opening stock	896	1,249
Add : Purchases	16,081	14,942
	16,977	16,191
Less : Closing Stock	1,175	896
TOTAL	15,802	15,295

31 Change in Inventories of Finished Goods and Work-In-Progress	For the year ended March 31, 2019	For the year ended March 31, 2018
A. Opening Inventories		
Finished products	2,607	2,779
Work-in-Progress	509	519
Total-A	3,116	3,298
B. Closing Inventories		
Finished products	2,903	2,607
Work-in-Progress	569	509
Total-B	3,472	3,116
Change In Inventories of Finished Goods and Work in Progress (A-B)	(356)	182

Note	Particulars	(Rs. in Lakhs)	
32	Employees Benefits Expense	For the year ended March 31, 2019	For the year ended March 31, 2018
	Salaries, Wages and other benefits	3,640	3,480
	Contribution to Provident and other funds (Refer Note 42)	187	204
	Employee Welfare Expenses	199	166
	TOTAL	4,026	3,850
33	FINANCE COSTS	For the year ended March 31, 2019	For the year ended March 31, 2018
	Interest Expense	412	393
	Interest on Income Tax	4	0
	Other Borrowing costs	20	15
	TOTAL	436	408
34	Depreciation and Amortization Expense	For the year ended March 31, 2019	For the year ended March 31, 2018
	Depreciation of Tangible assets	538	484
	Amortization of Intangible assets	4	1
	TOTAL	542	485
35	Excise Duty	For the year ended March 31, 2019	For the year ended March 31, 2018
	Excise Duty	-	6
	TOTAL	-	6
36	OTHER EXPENSES	For the year ended March 31, 2019	For the year ended March 31, 2018
	(a) Manufacturing Expenses		
	Consumption of Stores and Spare Parts	400	398
	Packing Material	384	355
	Power and Fuel	4,067	4,383
	Repairs to Plant and Machinery	319	357
	Repairs to Building	14	11
	Job Charges (Fabric)	79	70
		5,263	5,574
	(b) Selling and Distribution Expenses		
	Freight and Forwarding Expenses	405	390
	Brokerage and Commission	66	91
		471	481
	(c) Establishment Expenses		
	Legal and Professional Fees	43	51
	Rent Expenses	31	27
	Rates and Taxes	15	12
	Repairs to Others	6	6
	Insurance Expenses	17	18
	Travelling and Conveyance Expenses	20	20
	Payment to Auditors (Refer Note 36.2)	7	7
	Printing & Stationary	23	21
	Vehicle Running Expenses	22	21
	Computer Maintenance Expenses	6	4
	Charity and Donation	0	1
	Communication Expenses	23	22
	Electricity and Water Charges	7	6
	Membership Fee and Subscription	3	2
	General Expenses	25	37
	Allowance for trade receivables	23	23
	Loss on Replacement/ Sale of Property, Plant and Equipment	9	32
	Corporate Social Responsibility(CSR) Expenses (Refer Note 36.1)	54	51
	Pollution Control Expenses	36	20
		370	381
	TOTAL	6,104	6,436

Note	Particulars	(Rs. in Lakhs)	
36.1	Disclosure related to CSR Expenditure during the year	For the year ended March 31, 2019	For the year ended March 31, 2018
A	Gross amount required to be spent by the company during the year		
i)	Required to be spent for the year	44	52
ii)	Unspent balance of carried over of earlier year	10	9
		54	61
B	Expenditure incurred during the year		
i)	Construction / acquisition of any assets	16	17
ii)	On purpose other than (i) above	38	34
	Total	54	51
	Unspent balance carry forward	0	10
36.2	Payment to Auditors		
	Audit fee	4	4
	Limited Review fee	1	1
	In other Capacity:		
	Tax Audit fee	1	1
	Other Services (Certification Fees)*	0	0
	Reimbursements of Expenses	1	1
		7	7
	* Less than 1 lakh		
37.	Contingent Liabilities (to the extent not provided for) :		
			(Rs. in Lakhs)
S. No.	Particulars	As at March 31, 2019	As at March 31, 2018
I	Claims against the Company not acknowledged as debt		
	JVVNL Transformation Charges	176	Nil
II	Other money for which the Company is contingently liable		
	*Excise Duty and Service Tax	148	145
	*Income tax	Nil	6
	* Excluding estimated interest / penalty as may be determined / levied on the conclusion of the matters.		
38.	Commitments		
			(Rs. in Lakhs)
Particulars	As at March 31, 2019	As at March 31, 2018	
Capital Commitments			
Estimated value of contracts to be executed on capital account (net of advances)	115	431*	
			* Payment of capital commitment of Rs. 277 lakhs on account of purchase and installation of energy efficient integrated heat recovery and heating solution for the dying process has been secured through issue of bank guarantee of Rs. 277 lakhs.
39.	Demerger		
a)	Pursuant to the order of National Company Law Tribunal (NCLT), Jaipur, Finance and Investment undertaking of APM Industries Limited has been demerged into APM Finvest Limited (Resulting Company) w.e.f April 1, 2018, being appointed date and pursuant to NCLT order, APM Finvest Limited ceased to be Subsidiary of APM Industries Limited from appointed date.		
b)	Pursuant to the Scheme of Arrangement ("the Scheme") under Section 230 to 232 of the Companies Act, 2013 between APM Industries Limited (AIL) ("the demerged company") and APM Finvest Limited (AFL) ("the resulting company") as approved by the National Company Law Tribunal (NCLT), Jaipur on May24, 2019 and effective date is June 03, 2019		

- I. All the properties and liabilities, of whatsoever nature and kind and wheresoever situated, of the Finance and Investment undertaking of AIL as on the appointed date (April 01, 2018) have been transferred to AFL at their respective book values as appearing in the books of accounts of AIL.
- II. Summary of Assets and Liabilities transferred from AIL to AFL as on April 1, 2018 as under:

Particulars	Rs. in Lakhs	Rs. in Lakhs
Assets		
Non-Current Investment	6,535	
Current Investment	393	
Loan	350	
Other Financial Assets	12	
Cash & Cash Equivalent	1	7,291
Liabilities		
Other Financial Liabilities*	-	
Deferred tax liabilities (net)	208	208
Net Assets Transferred		7,083

* Less than 1 lakh

- III. The difference between the values of assets and liabilities transferred amounting to Rs.7,283 lakhs (including Rs. 200 lakhs investment in AFL) pursuant to scheme in appropriated and adjusted against Capital Reserve and remaining from General reserve and Retained Earnings as decided by the Board of Directors of AIL, pursuant to the scheme.
- IV. As consideration for the transfer and vesting of the Finance and Investment undertaking, AFL has issued 1 equity share of face value of Rs. 2/- at par to the shareholders of the Demerged Company (AIL) for every 1 share of Rs. 2/- held by them on the record date June 18, 2019 in the demerged Company (AIL).
- V. The assets of the Investment and Finance undertaking are concerned, the security, pledge, existing charges and mortgages, over such assets, to the extent that they relate to any loans or borrowings of the Remaining Business of AIL shall, without any further act, instrument or deed be released and discharged from the same and shall no longer be available as security, pledge, charges and mortgages in relation to those liabilities of AIL which are not transferred to AFL.
- VI. Authorised Share Capital of the Company has reduced from Rs. 1000 lakhs to Rs. 750 lakhs divided into 22,500,000 equity shares of Rs. 2/- and 300,000 Preference Shares of Rs. 100 each.

40. The Company have outstanding dues under trade payable to Micro Small and Medium Enterprises Development Act, 2006. The disclosure on the above is based on the information available with the Company.

(Rs. in Lakhs)

	As at March 31, 2019	As at March 31, 2018
(a) Dues remaining unpaid as at Balance Sheet date		
- Principal amount	3	7
- Interest amount	-*	-*
(b) Interest paid in terms of section 16 of the Act, along with the amount of payment made to the supplier and services providers beyond the appointed day during the period	-	-
(c) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during period) but without adding the interest specified under the Act	-	-
(d) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise.	-	-
(e) Interest accrued and remaining unpaid as at Balance Sheet date	-*	-*

* Rs. 242 (Rs. 1,152) is payable as Interest

41. Disclosure of Financial Leasehold Land as per Ind AS-17- Leases

(Rs. in Lakhs)

Particulars	Carrying Value	Less than 1 year	1-5 years	> 5 years	Total payments
As at March 31, 2019					
Leasehold Land (assets)	6,100				
Minimum lease payment	30	0*	0*	30	30
Present value of minimum lease payment	2	0*	0*	1	2
As at March 31, 2018					
Leasehold Land (assets)	6,200				
Minimum lease payment	30	0*	0*	30	30
Present value of minimum lease payment	2	0*	0*	1	2

* Less than Rs.1 lakh

The Company has taken land on lease for its plant from government and government agencies for 99 years, with condition of increase of lease rental to the extent of 25% of existing lease rental after every five years.

42. Details of Employees Benefits as required by the Ind AS 12 "Employee Benefits" are given below: -

a) **Defined contribution plans:**

The company has recognized the following amounts in the Statement of Profit and Loss (included in Contribution to provident and other funds:

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Contribution to provident fund	132	151
Employee State Insurance Corporation	127	124

b) **Post Retirement Benefit Plan - Gratuity**1. **Amount recognized in the Balance Sheet**

(Rs. in Lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Gratuity:		
Present value of plan liabilities	668	668
Fair value of plan assets	545	515
Unfunded Liability/Provision in Balance Sheet	(123)	(153)

2. **Movements in plan assets and plan liabilities**

(Rs. in Lakhs)

Particulars	Plan Assets	Plan Liabilities	Plan Assets	Plan Liabilities
	Year ended March 31, 2019		Year ended March 31, 2018	
As at April 1	515	668	476	616
Current Service Cost		51		51
Fund Charges	(3)		(2)	
Actual return on plan assets	39		36	
Interest cost		52		46
Actuarial (gain)/loss on Obligation		(35)		-*
Employer contributions	62		50	-
Benefit payments	(68)	(68)	(45)	(45)
As at March 31	545	668	515	668

* Less than 1 lakh

3. Amount recognized in the Statement of Profit and Loss as Employee Benefit Expense

(Rs. in Lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Gratuity:		
Current service cost	51	51
Finance cost/(Income)	12	11
Net impact on the Profit/(Loss) before tax	(63)	(62)
Remeasurement of the net defined benefit liability		
Return on plan assets excluding actual return on plan assets	(4)	(2)
Actuarial gains/(loss) arising from changes in demographic	-	-
Actuarial gains/(loss) arising from changes in financial assumption	6	(1)
Experience gains/(loss) arising on experience adjustments	29	1
Benefit plan liabilities		
Net gain/(loss) recognized in the Other Comprehensive Income before tax	31	(2)

* Less than 1 lakh

Note: Surplus of assets over liabilities has not been recognized on the basis that future economic benefits are not available to the Company in the form of a reduction in future contributions or cash refunds

4. Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Gratuity:		
Unquoted		
Government Debt Instruments	-	-
Corporate Bonds	-	-
Insurer managed funds	100%	100%
Others		-
Total	100%	100%

5. Assumptions

Particulars	As at March 31, 2019	As at March 31, 2018
Financial Assumption		
Discount rate	7.66%	7.71%
Salary Escalation Rate #	5.00%	5.25%
Demographic Assumptions		
Published rates under the Indian Assured Lives Mortality (2006-08)	100%	100%

The estimate of rate of escalation is salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

6. Sensitivity

(Rs. in Lakhs unless otherwise stated)

Gratuity:	As at March 31, 2019			As at March 31, 2018		
	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities	Change in assumption	Increase in present value of plan liabilities	Decrease in present value of plan liabilities
Discount rate	0.50%	15	14	0.50%	15	17
Salary Escalation Rate	0.50%	16	15	0.50%	17	16

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognized in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

7. The defined benefit obligations shall mature after year end March 31, 2019 as follows:

(Rs. in Lakhs)

Year	As at March 31, 2019	As at March 31, 2018
2019	-	326
2020	333	56
2021	38	42
2022	44	22
2023	24	13
Thereafter	229	209

The above information is as certified by the actuary.

43. Financial risk management and policies

43.1 Capital Risk Management

(a) Risk Management

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is calculated as equity as shown in the balance sheet plus all other reserves attributable to equity shareholders of the Company.

(Rs. in Lakhs)

	As at March 31, 2019	As at March 31, 2018
Borrowings	5,697	4,701
Less : Cash and cash equivalents	10	38
Net Debt	5,687	4,663
Equity	12,212	19,000
Gearing Ratio (times)	0.47	0.25

(b) Dividend

	As at March 31, 2019	As at March 31, 2018
Equity Shares		
Interim Dividend for the year ended March 31, 2019 of INR- NIL (March 31, 2018-INR Nil) per fully paid share	-	-
Final dividend for the year ended March 31, 2018 of INR-1.00 per fully paid share (March 31, 2017 INR 0.50 per fully paid share)	216	108
Dividends not recognized at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of INR 0.50 per fully paid equity share (March 31, 2018- INR 1.00). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	108	216

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

43.2 Financial-Risk-Management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support the Company's operations. The Company's principal financial assets comprise investments, cash and bank balance, trade and other receivables.

The Company is exposed to various financial risks such as market risk, credit risk and liquidity risk. The financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

a) Market Risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loans and borrowings.

The Company manages market risk through a treasury department, which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommend risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, borrowing strategies and ensuring compliance with market risk limits and policies.

a)(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

a)(i)(1) Exposure to interest rate risk related to borrowings with floating rate of Interest**(Rs. In Lakhs)**

Particulars	As at March 31, 2019	As at March 31, 2018
Total Borrowings	5,697	4,701

a)(i)(2) Interest rate sensitivity**(Rs. In Lakhs)**

Basis Points	2018-19	2017-18
50 basis point increase would decrease the profit before tax by	(28)	(24)
50 basis point decrease would Increase the profit before tax by	28	24

a)(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to import of store and spare and other materials. The Company's foreign currency risks are identified, measured and managed at periodic intervals in accordance with the Company's policies.

b) Credit Risk:

Credit risk is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. The Company has adopted a policy of only dealing with creditworthy customers.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as actual or expected significant adverse changes in business, operating results, financial or economic conditions, credit risk on other financial instruments and third party collateral guarantees or credit.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as financial condition, ageing of accounts receivable and the Company's historical experience for customers.

As at March 31, 2019, the company did not consider there to be any significant concentration of credit risk, which had not been adequately provided for. The carrying amount of the financial assets recorded in the financial statements, grossed up for any allowances for losses, represents the maximum exposure to credit risk.

c) Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarizes the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(Rs. in lakhs)

Particulars	Less than 1 year/on demand	1-5 years	> 5 years	Total payments
March 31, 2019				
Long Term Borrowings (including Current maturities of long terms debts)	601	1,610	115	2,326
Finance Lease Obligations	-*	-*	2	2
Short Term Borrowings	3,371	-	-	3,371
Trade and other payables	1,760	-	-	1,760
Payable on Capital Creditors	431	-	-	431
Other financial liabilities (Current and Non-current)	670	-	-	670
March 31, 2018				
Long Term Borrowings (including Current maturities of long terms debts)	542	1,606	64	2,212
Finance Lease Obligations	-*	-*	1	1
Short Term Borrowings	2,489	-	-	2,489
Trade and other payables	1,393	-	-	1,393
Payable on Capital Creditors	98	-	-	98
Other financial liabilities (Current and Non-current)	645	-	-	645

* Amount less than 1 lakh

44. Financial Instrument by category and hierarchy**A. Financial instruments by category**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and others approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

A. The carrying value and fair value of financial instruments by categories as at 31 March 2019 were as follows:

Particulars	Amortized cost	Financial assets/liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	Total Carrying Value	Total Fair Value
Assets:					
(a) Investment in equity shares (Quoted)*	-	-	-	-	-
(b) Other Investment in equity shares of subsidiary (Unquoted)	**	-	-	-	-
(c) Other Investment in other than equity shares (Unquoted)*	-	-	-	-	-
(d) Investment in other than equity shares (Quoted)*	-	-	-	-	-
(e) Trade receivables	2,919	-	-	2,919	2,919
(f) Loans*	-	-	-	-	-
(g) Other financial assets	330	-	-	330	330
(h) Cash and cash equivalent	10	-	-	10	10
(i) Bank balances other than cash and Cash equivalent	126	-	-	126	126
Liabilities:					
(a) Borrowings	5,699	-	-	5,699	5,699
(b) Trade payables	1,760	-	-	1,760	1,760
(c) Other financial liabilities	1,101	-	-	1,101	1,101

* All investment and loan were transfer to APM Finvest Limited due to demerger w.e.f. April 01, 2018 as explained in Note No. 39.

** Cancelled due to demerger of demerger of finance and investment business w.e.f. April 01, 2018 as explained in Note No. 39.

The carrying value and fair value of financial instruments by categories as at March 31, 2018 were as follows:

Particulars	Amortized cost	Financial assets/liabilities at fair value through profit or loss	Financial assets/liabilities at fair value through OCI	Total Carrying Value	Total fair Value
Assets:					
(a) Investment in equity shares (Quoted)	-	164	-	164	164
(b) Other Investment in equity shares of subsidiary (Unquoted)	200	-	-	200	200
(c) Other Investment in other than equity shares (Unquoted)	-	6,571	-	6,571	6,571
(d) Investment in other than equity shares (Quoted)	193	-	-	193	193
(e) Trade receivables	2,652	-	-	2,652	2,652
(f) Loans	350	-	-	350	350
(g) Other financial assets	192	-	-	192	192
(h) Cash and cash equivalent	38	-	-	38	38
(i) Bank balances other than cash and Cash equivalent	151	-	-	151	151
Liabilities:					
(a) Borrowings	4,702	-	-	4,702	4,702
(b) Trade payables	1,393	-	-	1,393	1,393
(c) Other financial liabilities	743	-	-	743	743

B. Fair value hierarchy:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Input other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or the liabilities that are not based on observable market data (unobservable Inputs).

(Rs. In lakhs)

	March 31, 2019			March 31, 2018		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
(1) Financial Assets and Financial Liabilities measured at FV recurring FV measurement						
Investment in equity shares of subsidiary (Unquoted)	-	-	-	-	-	200
Investment in other than equity shares (Unquoted)#	-	-	-	6,571	-	-
Investment in equity shares (Quoted)	-	-	-	164	-	-
Investment in other than equity shares (Quoted)	-	-	-	193	-	-
(2) Financial Assets and Financial Liabilities measured at Amortized cost for which FV are disclosed						
Security Deposit	-	-	46	-	-	-

Fair value has been taken as per Net Asset Value (NAV) declared by the venture capital fund.

45. **Income tax expense:**

a) Tax expense recognized in the Statement of Profit and Loss

(Rs. in lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Current tax		
Current tax on taxable income for the year	198	418
Total Current tax expense	198	418
Deferred tax		
Deferred tax charge/(credit)	(83)	292
MAT credit (taken)/utilized	(20)	(178)
Total deferred tax expense/(benefit)	(103)	114
Tax in respect of earlier years	(18)	16
Total income tax expense	77	548

b) A reconciliation of the Income tax expenses to the amount computed by applying the statutory income tax rate to the profit before income taxes is summarized below:

(Rs. in lakhs)

	Year ended March 31, 2019		Year ended March 31, 2018	
Enacted income tax rate in India applicable to the company	33.38%		34.61%	
Profit before tax		811		1,802
Current tax expense on profit before tax expense at the enacted income tax rate in India	33.38%	271	34.61%	624
Tax effect of the amounts which are not deductible/(taxable) in calculating taxable income				
Property, plant and equipment – Depreciation	(5.79)%	(47)	(0.55)%	(10)
Effect of change in tax rate	(15.88)%	(129)	-	-
Effect of temporary differences	4.06%	33	0.22%	4
Income exempted from income tax	-	-	(0.28)%	(5)
Permanent Difference and Others	2.46%	20	1.22%	22
Impact of fair valuation/impairment of Investment	(6.53)%	(53)	(5.72)%	(103)
Income tax expense for the earlier year	(2.22)%	(18)	0.89%	16
Income Tax Expense recognized in the Statement of Profit & Loss	9.48%	77	30.39%	548

c) **Tax assets and liabilities**

(Rs. in lakhs)

	As at March 31, 2019	As at March 31, 2018
Non-current tax assets (net)	23	29
Current tax liabilities (net)	-	37

d) Deferred tax assets and liabilities								(Rs. in lakhs)
	As at April 1, 2017 - Deferred tax asset/ liabilities	(Credit)/ Charge in statement of profit and loss	Credit/ Charge directly in OCI	As at March 31, 2018 - Deferred tax asset/ liabilities	Transfer on account demerger	(Credit)/ charge in statement of profit and loss	(Credit)/ charge directly in OCI	As at March 31, 2019 - Deferred tax asset/ liabilities
Fixed Assets: impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting	3,450	270	-	3,720	-	(52)	-	3,668
Valuation of Investment	167	41	-	208	(208)	-	-	-
Deferred Tax Liabilities (A)	3,617	311	-	3,928	(208)	(52)	-	3,668
Expenditure allowed for tax purpose on payment basis	58	10	1	69		(28)	(10)	31
Allowance for doubtful debts and advances	3	9	-	12		6	-	18
Valuation of Investment	-	-	-	-	-	53	-	53
MAT Credit Entitlements	-	178	-	178		9	-	187
Deferred tax Assets (B)	61	197	-	259	-	40	(10)	289
Deferred tax liabilities (net) (A-B)	3,556	114	(1)	3,669	(208)	(92)	10	3,379

46. Value of consumption of Spare parts and components consumed during the year:

(Rs. in lakhs)

	Year ended March 31, 2019		Year ended March 31, 2018	
	Value	%	Value	%
Raw Material Consumed				
Indigenous	15,802	100	15,295	100
Imported	-	-	-	-
Total	15,802	100	15,295	100
Spare parts and components				
Indigenous	783	99.87	735	97.61
Imported	1	0.13	18	2.39
Total	784	100	753	100

47. Raw material consumption:

(Rs. in lakhs)

Particulars	Quantity (in Kgs.)	Quantity (in Kgs.)	Amount	Amount
	Year Ended March, 31, 2019	Year Ended March, 31, 2018	Year Ended March, 31, 2019	Year Ended March, 31, 2018
Viscose Staple Fibre	883,679	1,151,599	1,535	1,935
Polyster Fibre	16,165,989	16,403,981	12,411	11,743
Acrylic Fibre	385,997	428,270	535	522
Cotton/Cotton Waste	0	590	0	1
Polyster Filament Yarn/Other Yarn/ Nylon/ Bamboo Fibre	9,163	49,778	21	49
Dyes and chemicals			1,072	1,045
Polyester Yarn Sewing Thread	97,609	-	228	-
			15,802	15,295

48. Particulars in respect of Production, Sales and Stocks

a. Production, Sales and Stocks

Man Made Fibers Spun Yarn

Year Ended	Production (in Kgs.)	Opening Stock		Closing Stock	
		Quantity (in Kgs.)	Value (in Lakhs)	Quantity (in Kgs.)	Value (in Lakhs)
March 31, 2019	16826787	1824283	2,607	1982168	2,823
March 31, 2018	17343630*	1985648	2,779	1824283	2,607

* Production includes 48466 kgs Filament Yarn purchased for manufacture of Knitted Fabrics for Job Work.

Sewing Thread

Year Ended	Production (in Kgs.)	Opening Stock		Closing Stock	
		Quantity (in Kgs.)	Value (in Lakhs)	Quantity (in Kgs.)	Value (in Lakhs)
March 31, 2019	99444*	-	-	23901	80
March 31, 2018	-	-	-	-	-

* Production includes 4402 Kgs received from Spinning Division for manufacture of Sewing Thread.

b. Turnover during the year:

(Rs. in lakhs)

Particulars	Quantity (in Kgs.) Year Ended March 31, 2019	Quantity (in Kgs.) Year Ended March 31, 2018	Value Year Ended March 31, 2019	Value Year Ended March 31, 2018
Man-made Fibre spun Yarn	16369998*	17213731	26009	26613
Knitted Fabric (Job Work)	288192	283910	446	411
Sewing Thread	75543	-	278	-

*Excluding shortage/wastage of yarn 451kgs (3379 Kgs), Knitted Fabric 5859 Kgs (3975 Kgs)

*Sales excluding 4402 Kgs yarn issued for Captive Consumption for manufacture of Sewing Thread.

49. CIF Value of Imports:

(Rs. in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Capital Goods	344	539
Stores and Spares	1	17

(b) Income and Expenditure in Foreign Currency: Nil (March 31, 2018: Nil)

50. Related Party disclosures as required by Ind AS-24 issued by Ministry of Corporate Affairs(MCA):

50.1 List of related parties and their relationship:

1	Subsidiary	APM Finvest Limited	Incorporated on May 13, 2016 (Ceased to be subsidiary w.e.f. April 01, 2018)
2	Key management personnel	R. K. Rajgarhia	Executive Chairman
		S. G. Rajgarhia	Director and Brother of Chairman
		Hari Ram Sharma	Managing Director and Director in Arvind Syntex Private Limited
3.	Relatives of Key Management Personnel with whom transactions are taken place	Prabha Rajgarhia	Wife of Chairman
		Sanjay Rajgarhia	Son of Chairman
		Pooja Rajgarhia	Daughter in law of Chairman
		Ajay Rajgarhia	Vice President (Business Development) and son of Chairman
		Anjali Harlalka	Daughter of Chairman
		Deepak Harlalka	Son in law of Chairman

	Aditi Rajgarhia	Grand Daughter of Chairman
	Nawal Kishore Rajgarhia	Brother of Chairman & Shri S G Rajgarhia
	Purushottam Kumar Rajgarhia	Brother of Chairman & Shri S G Rajgarhia
	Surendra Kumar Rajgarhia	Brother of Chairman & Shri S G Rajgarhia
	Sunita Bagla	Sister of Chairman & Shri S G Rajgarhia
	Usha Rajgarhia	Wife of Shri S G Rajgarhia
	Anisha Mittal	Daughter of Shri S G Rajgarhia
	Bhavna Rajgarhia	Daughter of Shri S G Rajgarhia
	Sampat Sharma	Wife of Managing Director
	Arvind Sharma	Son of Managing Director
4. Non-Executive Directors	K R Gupta	Non-Executive and Independent Director
	S G Rajgarhia	Non-Executive and Non-Independent Director
	R R Bagri	Non-Executive and Independent Director
	Uma Hada	Non-Executive and Independent Director
5. Enterprises over which, shareholders/ Promoters are having significant influence	APM Finvest Limited	Significant influence w.e.f. April 01, 2018
6. Enterprises over which, executives directors/ their relatives described in para 2 & 3 are able to exercise significant influence	Perfectpac Limited	
	Rajgarhia Leasing & Financial Services Private Limited	
	Arvind Syntex Pvt Ltd	
	Faridabad Paper Mills Private Limited	
	Essvee Fiscal LLP	
	Rovo Marketing Private Limited	
	R K R Foundation	
	Ram Lal Rajgarhia Memorial Trust	

50.2 The following transactions were carried out with related parties in the ordinary course of business

(Rs in Lakhs)

Name of the related party	Nature of transaction	Year ended March, 31 2019	Year ended March, 31 2018
Arvind Syntex Private Limited	Sales (Net of Sales return)	28	3
Arvind Syntex Private Limited	Purchase	9	-
Arvind Syntex Private Limited	Job work	79	70
Rajgarhia Leasing & Financial Services Private Limited	Interest Paid	38	38
Ram LalRajgarhia Memorial Trust	Contribution to Corporate Social Responsibility	6	10
K R Gupta	Director Sitting Fees	3	3
R R Bagri	Director Sitting Fees	3	3
S G Rajgarhia	Director Sitting Fees	2	3
Uma Hada	Director Sitting Fees	1	0*
APM Finvest Limited	Investment in subsidiary	-	0
APM Finvest Limited	Expenses incurred on behalf of subsidiary	-	1
PrabhaRajgarhia	Rent	10	10
Ajay Rajgarhia	Rent	15	15
AditiRajgarhia	Rent	2	2
Rajgarhia Leasing & Financial Services Private Limited	Loans Repaid	2,563	4,515
Rajgarhia Leasing & Financial Services Private Limited	Loans/Advances taken	2,563	4,120
APM Finvest Limited	Payment made by the Company on its behalf	378	-
APM Finvest Limited	Payment received by the Company on its behalf	1,008	-
APM Finvest Limited	Loan Refunded	263	-
APM Finvest Limited	Interest Expenses	19	-
R K Rajgarhia	Remuneration	109	92
Hari Ram Sharma	Remuneration	97	92
Ajay Rajgarhia	Remuneration	19	18
R K Rajgarhia	Additional Guarantee provided for term loan/Working Capital Loan	1,497	1,309

* Rs 0.20 Lakh

50.3 Outstanding balances with related parties

(Rs in Lakhs)

Name of the related party	Nature of transaction	As at March, 31 2019	As at March, 31 2018
APM Finvest Limited	Loan Taken	367	-
R K Rajgarhia	Guarantee provided for Company Loan	5,319	3,822
Arvind Syntex Private Limited	Payable	-	8

50.4 Key Management Personnel Remuneration

Key management personnels remuneration comprised of the following:

(Rs in Lakhs)

Particulars	R.K. Rajgarhia, Executive Chairman		H.R. Sharma, Managing Director	
	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
Salary and Allowances	104	87	95	91
Contribution to Provident and other Funds	-	-	**	**
Value of benefits, calculated as per Income Tax Rules	5	5	2	1

**Rs 0.22 Lakh (Rs. 0.20 Lakh)

50.5 No amount pertaining to related parties which have been provided for as doubtful debts or written off**50.6** Related party relationship is as identified by the Company and relied upon by the Auditors**51. Segment Reporting**

The Company has identified a second reportable segment of Finance and Investment during the previous year ended March 31, 2018 as the same is added in the main object w.e.f. August 22, 2017. Accordingly, there are two reportable segment of Yarn Manufacturing and Finance and Investment. The Chief Operating Decision Maker reviews the operating results of these two segment. In the prior periods, such segment was included under "Other Income". However in the current year the company has only one segment i.e. 'Yarn Manufacturing' as the 'Finance and Investment' undertaking has been demerged with effect from April 01, 2018 as explained in Note No. 39

a) Business segment:

The Company has considered "Manufacturing" and "Finance and Investment" as business segment for disclosure in the context of Indian Accounting Standard 108 "Operating Segment".

Particulars	March 31, 2019			March 31, 2018		
	Manufacturing	Finance and Investment	Total	Manufacturing	Finance and Investment	Total
Total Revenue	27,365	-	27,383	27,859	605	28,464
Inter-Segment Sales	-	-	-	-	-	-
External Sales	27,383	-	27,383	27,859	605	28,464
Segment Profit before finance cost, exceptional item and tax	1,247	-	1,247	1,607	603	2,210
Finance Cost	436	-	436	-	-	408
Profit before tax	811	-	811	-	-	1,802
Segment assets	24,364	-	24,364	22,248	7,290	29,538
Unallocated corporate assets	-	-	-	-	-	229
Total Assets	24,364	-	24,364	22,248	7,290	29,767
Segment liabilities	12,152	-	12,152	7,061	-	7,061
Unallocated corporate liabilities	-	-	-	-	-	3,706
Total Liabilities	12,152	-	12,152	7,061	-	10,767
Depreciation	542	-	542	485	-	485
Non-cash expenses other than depreciation	32	-	32	55	-	55
Capital expenditure	872	-	872	2,180	-	2,180

b) Geographical Segment:

During the period under report, the Company has engaged in its business primarily within India. The conditions prevailing in India being uniform, no separate geographical disclosure is considered necessary.

52. Earnings per Share (EPS)

(Rs. in lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Net profit for the period (before OCI)	734	1,254
Weighted average no. of Equity Shares	21611360	21611360
Diluted average no. of Equity Shares	21611360	21611360
Basic earnings per share (in Rs.)	3.40	5.81
Diluted earnings per share (in Rs.)	3.40	5.81
Face value of each shares (in Rs.)	2	2

53. Figures for the financial year ended March 31, 2019 are not comparable with the figures of the previous financial year ended March 31, 2018 as the current year figures do not include figure of Investment and Finance undertaking due to demerger of Investment and Finance undertaking with effect from April 1, 2018 as explained in Note 39.

54. All amounts in the financial statements and notes have been rounded off to the nearest lakhs as per requirement of Schedule III except per share data and as otherwise stated. Figures in brackets represent corresponding previous year figures.

See accompanying notes to the financial statements

For and on behalf of the Board

For CHATURVEDI & PARTNERS
Chartered Accountants
Firm Registration No. 307068E

HARI RAM SHARMA
Managing Director
DIN 00178632

R K RAJGARHIA
Chairman
DIN 00141766

K R GUPTA
Director
DIN 00027295

ANUJ MAHANSARIA
Partner
Membership No. 500819

C S VIJAY
Chief Financial Officer

NEHA JAIN
Company Secretary
Membership No. 48053

Place : New Delhi
Date : June 20, 2019

APM INDUSTRIES LIMITED

CIN: L21015RJ1973PLC015819

Regd. Office: SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Raj.) - 301019

Tel: 01493 – 265400 Fax: 01493 – 265413, Email: bhiwadi@apmindustries.co.in

Website: www.apmindustries.co.in

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member : _____

Address : _____

E- mail ID : _____

Folio No./DP ID-Client ID : _____

I/ We, being the member(s) holding _____ shares of the above named company, hereby appoint-

Name: _____ Address: _____

E-mail ID: _____ Signature: _____ or failing him;

Name: _____ Address: _____

E-mail ID: _____ Signature: _____ or failing him;

Name: _____ Address: _____

E-mail ID: _____, Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **45th Annual General Meeting** of the Company being held on **Saturday the 28th day of September, 2019 at 11:30 A.M.** at **SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019**. I / We direct my / our proxy to vote on the resolution(s) in the manner as indicated below:

Resolution Number	Description	Optional <input checked="" type="checkbox"/>	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.		
2	To declare final dividend @ Rs. 0.50/- per equity share (i.e. 25%) on face value of Rs. 2/- per share for the Financial Year 2018-2019.		
3	To appoint a Director in place of Shri Shri Gopal Rajgarhia (DIN: 00002245), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4	To Re-appoint Shri Khushi Ram Gupta (DIN: 00027295) as Non Executive Independent Director on the Board of the Company		
5	To Re-appoint Shri Ram Ratan Bagri (DIN: 00275313) as Non Executive Independent Director on the Board of the Company		
6	To Ratify the Cost Auditors' Remuneration For The Financial Year 2019-20		

Signed this _____ day of _____, 2019

Signature of the Shareholder: _____

Signature of Proxy holder(s) : _____

Affix Re. 1
Revenue
Stamp

Note: This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

APM INDUSTRIES LIMITED

CIN: L21015RJ1973PLC015819

Regd. Office: SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Raj.) - 301019

Tel: 01493 – 265400 Fax: 01493 – 265413, Email: bhiwadi@apmindustries.co.in

Website: www.apmindustries.co.in

ATTENDANCE SLIP (45th Annual General Meeting)

Name of the Member : _____

Or

Name of the Proxy : _____

Folio No./DP ID-Client ID : _____

No. of shares held : _____

I / we certify that I am a member/proxy for the member of the company.

I / We hereby record my / our presence at the **45th Annual General Meeting** of the Company being held on **Saturday the 28th day of September, 2019 at 11:30 A.M. at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019.**

SIGNATURE

E-VOTING PARTICULARS

EVEN (Remote e-voting Event Number)	User ID	Password / Pin

Note:

1. Please fill the Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting hall.
2. Member / proxy are requested to bring their identity card along with attendance / proxy form.
3. Authorized representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

**ROUTE MAP FOR VENUE OF 45th AGM
APM INDUSTRIES LIMITED - (UNIT: ORIENT SYNTEX)
SP-147, RIICO INDUSTRIAL AREA, BHIWADI, DIST. ALWAR (RAJASTHAN)**

