

**General information about company**

Scrip code	523537
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE170D01025
Name of the entity	APM INDUSTRIES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SHRI GOPAL RAJGARHIA	ACQPR3404D	00002245	Non-Executive - Non Independent Director	Not Applicable		26-07-2000			1	1	0		
2	Mr	KHUSHI RAM GUPTA	AACPG7433K	00027295	Non-Executive - Independent Director	Not Applicable		25-09-2014		60	1	0	2		
3	Mr	RAJENDRA KUMAR RAJGAHRIA	AAFPR1065H	00141766	Executive Director	Chairperson		01-06-2016			2	0	0		
4	Mr	HARI RAM SHARMA	ACEPS0194H	00178632	Executive Director	Not Applicable		01-06-2016			1	1	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	RAM RATAN BAGRI	AAGPB5997H	00275313	Non-Executive - Independent Director	Not Applicable		25-09-2014		60	1	2	0		
6	Mrs	UMA HADA	ABEPH7648L	06463684	Non-Executive - Independent Director	Not Applicable		25-09-2015		60	2	1	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00027295	KHUSHI RAM GUPTA	Non-Executive - Independent Director	Chairperson	27-03-2002		
2	00275313	RAM RATAN BAGRI	Non-Executive - Independent Director	Member	29-10-2003		
3	00002245	SHRI GOPAL RAJGARHIA	Non-Executive - Non Independent Director	Member	27-03-2002		
4	06463684	UMA HADA	Non-Executive - Independent Director	Member	08-04-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00027295	KHUSHI RAM GUPTA	Non-Executive - Independent Director	Chairperson	31-10-2008		
2	00141766	RAJENDRA KUMAR RAJGAHRIA	Executive Director	Member	07-11-2014		
3	00275313	RAM RATAN BAGRI	Non-Executive - Independent Director	Member	31-10-2008		
4	06463684	UMA HADA	Non-Executive - Independent Director	Member	11-11-2016		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00027295	KHUSHI RAM GUPTA	Non-Executive - Independent Director	Chairperson	27-03-2002		
2	00178632	HARI RAM SHARMA	Executive Director	Member	27-03-2002		
3	00275313	RAM RATAN BAGRI	Non-Executive - Independent Director	Member	30-07-2004		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00275313	RAM RATAN BAGRI	Non-Executive - Independent Director	Chairperson	07-11-2014		
2	00178632	HARI RAM SHARMA	Executive Director	Member	07-11-2014		
3	99999999	Shri Chandra Shekhar Vijay	Member	Member	07-11-2014		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00141766	RAJENDRA KUMAR RAJGAHRIA	Executive Director	Chairperson	07-08-2014		
2	00275313	RAM RATAN BAGRI	Non-Executive - Independent Director	Member	07-08-2014		
3	00178632	HARI RAM SHARMA	Executive Director	Member	07-08-2014		



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	10-10-2018			
2	01-11-2018		21	
3		04-02-2019	94	
4		26-02-2019	21	

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	04-02-2019	Yes	3	01-11-2018	94		
2	Nomination and remuneration committee	26-02-2019	Yes	3				There was no meeting of Nomination and Remuneration Committee in the previous quarter.
3	Corporate Social Responsibility Committee	04-02-2019	Yes	3	01-11-2018	94		

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Vinod Kumar Singhal
2	Designation	Authorized Signatory

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
12	Financial results	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
13	Shareholding pattern	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		<a href="http://apmindustries.co.in/">http://apmindustries.co.in/</a>



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	Vinod Kumar Singhal
2	Designation	Authorized Signatory

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Vinod Kumar Singhal
2	Designation	Authorized Signatory

**Signatory Details**

Name of signatory	Vinod Kumar Singhal
Designation of person	Authorized Signatory
Place	New Delhi
Date	24-04-2019

