

43rd
A**NNUAL**
REPORT
2016-2017

APM INDUSTRIES LIMITED

CIN NO.
L21015RJ1973PLC015819

BOARD OF DIRECTORS

R K RAJGARHIA
Chairman

K R GUPTA

S G RAJGARHIA

R R BAGRI

UMA HADA

H R Sharma
Managing Director

AUDITORS
Chaturvedi & Co.,

BANKERS
Punjab National Bank
State Bank of India
IDBI Bank
HDFC Bank

CORPORATE OFFICE
910, Chiranjiv Tower,
43, Nehru Place
New Delhi - 110019
Tel : 011 – 26441015 – 17
Fax : 011 – 26441018
E-mail : delhi@apmindustries.co.in

REGISTERED OFFICE & WORKS
SP-147, RIICO Industrial Area
Bhiwadi, Dist. Alwar
(Rajasthan) - 301019
Tel. : 01493 – 522400
Fax : 01493 – 522413
Email : bhiwadi@apmindustries.co.in

COMPANY SECRETARY
JYOTI UPADHYAY

WEBSITE
www.apmindustries.co.in

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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of **APM Industries Limited** will be held on **Monday the 25th day of September, 2017 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 consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March 2017, together with the Reports of the Directors and Auditors thereon.
2. To declare final dividend of Rs. 0.50 per equity shares of face value of Rs 2.00 each for the Financial Year 2016-17.
3. To appoint a Director in place of Shri R K Rajgarhia (DIN No. 00141766), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No.307068E), as Statutory Auditors of the Company in place of retiring Statutory Auditors and to fix their remuneration and in this connection to pass with or without modification, the following resolution as an

ORDINARY RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No.307068E) be and is hereby appointed as Statutory Auditors of the Company in place of M/s Chaturvedi & Co., Chartered Accountants (Firm Registration No. 302137E), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company, at such remuneration and terms and conditions as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. Ratification of Remuneration to Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
(Rajasthan)-301019

By Order of the Board

Jyoti Upadhyay
Company Secretary
(Membership No. 37410)

Place: New Delhi
Dated: August 11, 2017

NOTES

1. The relevant Explanatory Statement pursuant to section 102 of the Companies Act, 2013, in respect of Special Business under Item No. 5 is annexed hereto.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 3 of the accompanying Notice, as required by Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings is annexed herewith.
3. The register of members and share transfer books of the Company will remain closed from **September 19, 2017 (Tuesday)** to **September 25, 2017 (Monday)** both days inclusive for payment of Dividend and AGM.
4. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

A member can opt for only one mode i.e. through remote e-voting or voting at Annual General Meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and the voting at Annual General Meeting shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements 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.
6. **Dividend and IEPF**

Members who have not yet encashed the dividend warrant(s) from the financial year 2010-11 and onwards are requested to forward their claims to the Company's Registrar and Share Transfer Agents. It may be noted that once the unclaimed dividend is transferred to IEPF as above, no claim shall rest with the Company in respect of such amount. The details of the unclaimed dividends are available on the Company's website at www.apmindustries.co.in and Ministry of Corporate Affairs at www.mca.gov.in. Members are requested to contact Skyline Financial Services Private Limited, the Registrar and Share Transfer Agents of the Company to claim the unclaimed / unpaid dividends.

Members are requested to note that dividends not encashed or remaining unclaimed for a period of 7 (seven) years from the date of transfer to the Company's Unpaid Dividend Account, shall be transferred, under Section 124 of the Companies Act, 2013, to the Investor Education and Protection Fund ("IEPF"), established under corresponding to Section 125 of the Companies Act, 2013. Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. The Members / claimants whose shares, unclaimed dividend, etc. have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time. The Member / claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

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Members are requested to note that, in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through National Electronic Clearing Service (NECS) / Electronic Clearing Service (ECS) they should submit their NECS / ECS details to the Company's Registrar and Share Transfer Agents. The requisite NECS /ECS application form can be obtained from the Company's Registrar and Share Transfer Agents. Alternatively, Members may provide details of their bank account quoting their folio numbers, to the Company's Registrar and Share Transfer Agents to enable them to print such details on the dividend warrants.

7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
8. The company sub-divided the face value of equity shares from Rs.10 to Rs.2. Members were advised to surrender their old share certificates for exchange with the new ones to the Registrar / Company.
9. Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form.
10. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Annual Report will also be made available on the Company's website at www.apmindustries.co.in.

Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar (in case of shares held in physical form).

11. In accordance with the provision of section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the shareholders may exercise their option to participate through electronic voting system and the company is providing the facility for voting by electronic means (e-voting) to all its members. The company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this remote e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period:

Commencement of remote e-voting : From 9.00 A.M. on **September 22, 2017 (Friday)**

End of remote e-voting : Upto 5.00 P.M. on **September 24, 2017 (Sunday)**

E-voting shall not be allowed beyond 5.00 P.M., on **September 24, 2017 (Sunday)**. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cutoff date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **September 18, 2017 (Monday)**. A person who is not a member as on cut-off date should treat this notice for information purpose only.

Contact details of concerned person for e-voting:

Jyoti Upadhyay
Company Secretary
Ph. No. 011-26441015

12. The Company has appointed Shri Ravi Sharma (FCS 4468), a Practicing Company Secretary, CP No. 3666, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 make, not later than two days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
13. The login ID and password for remote e-voting are being sent to the members, who have not registered their e-mail IDs with the company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.

The process and manner for remote e-voting are as under:

- a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:
 - (i) Open email and open PDF file viz; "APM Industries Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "APM Industries Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@csrsm.com with a copy marked to evoting@nsdl.co.in.
- b) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the e-voting instructions:

EVEN (Remote e-voting Number)	User ID	Password/PIN

APM INDUSTRIES LIMITED
CIN No. L21015RJ1973PLC015819

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free No.: 1800-222-990.
- (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password / PIN for casting your vote.
- (v) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **September 18, 2017**.

14. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 18, 2017 (Monday), may obtain the User ID and password from:

M/s Skyline Financial Services Private Limited
D-153 A, First Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020.
Telephone: 011-64732681-88,
Fax: 011-26812682
Email : admin@skylinereta.com

15. "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercise by way of electronic means gets registered and counted in an electronic registry in the centralized server with adequate 'cyber security'.
16. "remote e-voting" means the facility of casting vote by a member using an electronic voting system from a place other than venue of a General Meeting;
It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.
17. The facility for voting through ballot paper shall also be available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

18. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.apmindustries.co.in and on the website of NSDL i.e. www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

19. The route map showing directions to reach the venue of the 43rd AGM is annexed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 (1) of the Companies Act, 2013, set out all material facts relating to the business under Item No. 5 of the accompanying Notice.

ITEM NO. 5

The Board of Directors of the Company on the recommendation of the Audit Committee approved the re – appointment and remuneration of Shri Naresh Kumar Goel, Cost Accountant (Membership No. 9876), to conduct the audit of the cost records of the Company for the financial year ended March 31, 2018. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors is Rs.45,000/-. The remuneration has to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution. The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
(Rajasthan)-301019

By Order of the Board

Place: New Delhi
Dated: August 11, 2017

Jyoti Upadhyay
Company Secretary
(Membership No. 37410)

ANNEXURE TO ITEM No. 3 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting
[in pursuance of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 & Secretarial Standard 2]

Particulars	Item No. 3
Name of the Director	Shri R K Rajgarhia
Director Identification Number (DIN)	00141766
Date of Birth	14/08/1938
Age	79 Years
Nationality	Indian
Date of Appointment on Board	1 st August, 1994
Qualification	Graduate
Experience	57 Years
Nature of his expertise in specific functional areas	Investment decision, financing activities, strategic planning in capital budgeting and overall decision.
Shareholding in APM Industries Limited	17.81%
Directorships held in other listed companies	Perfectpac Limited
List of Directorships held in other Companies	Rajgarhia Leasing and Financial Services Pvt. Ltd.
Memberships / Chairmanships of Committees in APM Industries Limited	1. Chairman of Corporate Social Responsibility Committee, 2. Member in Nomination and Remuneration Committee
Memberships / Chairmanships of in other Public Companies	Nil
Relationship with other directors	Related to Shri S G Rajgarhia, Non Executive Director of the Company
Number of Board meeting attended during the year	Refer to corporate Governance Report
Remuneration last drawn	Refer to corporate Governance Report