

Satej

Please provide the following. (1) Transferee Entity not issuing/re-issuing any shares not covered under Draft scheme ? (2) Undertaking that as on date of application there are no outstanding Warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date. (3) Provide workings/calculation of SEBI fees derived. (upload the aforesaid documents along with Directors/Promoters details of both the companies)

23-04-2018

09:35 AM



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# 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

APMIL/21

To,  
The General Manager  
Listing Operation,  
BSE Limited,  
P.J. Towers,  
Dalal Street,  
Mumbai – 400001

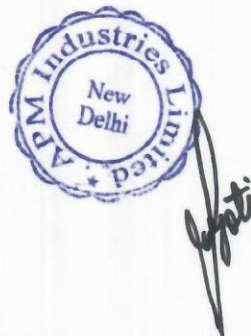
23<sup>rd</sup> April, 2018

Dear Sir/Madam,

**Sub: Application as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of obtaining 'Observation Letter / No- objection Letter' for the Draft Scheme of Arrangement for demerger of Finance and Investment undertaking of APM Industries Limited and subsequent amalgamation with its wholly owned subsidiary, APM Finvest Limited as per the provisions of Section 230-232 of Companies Act, 2013**

With reference to the queries raised by your good office in respect of above mentioned subject-matter, given below point wise clarification for each query:-

S. No.	Documents/ Clarifications Required	Our Reply
1.	Transferee Entity not issuing/re-issuing any shares not covered under Draft scheme	Confirmation from APM Industries Limited & APM Finvest Limited is annexed herewith as <b>Annexure 1 &amp; Annexure 1A.</b>
2.	Undertaking that as on date of application there are no outstanding Warrants /instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date.	Undertaking from APM Industries Limited & APM Finvest Limited is annexed herewith as <b>Annexure 2&amp; Annexure 2A.</b>





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3.	Provide workings/calculation of SEBI fees derived	<p>Given below the workings/calculation of SEBI fees derived:</p> <p>The working for payment of fee to SEBI is as follows:-</p> <p>Post Sanction of scheme</p> <table border="1"> <thead> <tr> <th></th><th>APM Industries Limited (in Rs)</th><th>APM Fininvest Limited (in Rs)</th></tr> </thead> <tbody> <tr> <td>Paid up capital</td><td>4,32,22,720</td><td>4,32,22,720</td></tr> </tbody> </table> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p> <p>4,32,22,720 * 0.1% = 43,222.72  43,222.72 + (18% GST – 10% TDS) = 46,680.5376</p> <p>On the basis of above working we have issued a cheque amounting Rs. 46,680.54 (Rupees forty six thousand Six Hundred Eighty and fifty four paise only) in favour of SEBI vide cheque No. 050842 dated 15<sup>th</sup> February, 2018.</p> <p>The Company has already sent the Cheque with respect to payment of Fee in favour of SEBI via courier on 24<sup>th</sup> February, 2018.</p> <p>Annexed herewith the copy of cheque issued in favour of SEBI as Annexure 3.</p>		APM Industries Limited (in Rs)	APM Fininvest Limited (in Rs)	Paid up capital	4,32,22,720	4,32,22,720
	APM Industries Limited (in Rs)	APM Fininvest Limited (in Rs)						
Paid up capital	4,32,22,720	4,32,22,720						

We humbly request you to kindly consider above given reply and give us the 'Observation Letter / No- objection Letter' for our application filed.

Thanking You,



Yours Faithfully  
For APM Industries Limited

Jyoti Upadhyay

(Company Secretary & Compliance Officer)

Encl. as above





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# APM INDUSTRIES LIMITED

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## ANNEXURE 1

To,

The General Manager  
Listing Operation,  
BSE Limited,  
P.J. Towers,  
Dalal Street,  
Mumbai – 400001

23<sup>rd</sup> April, 2018

Dear Sir/Madam,

Sub: Application as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of obtaining 'Observation Letter / No- objection Letter' for the Draft Scheme of Arrangement for demerger of Finance and Investment undertaking of APM Industries Limited and subsequent amalgamation with its wholly owned subsidiary, APM Finvest Limited as per the provisions of Section 230-232 of Companies Act, 2013

In connection with the above application, we hereby confirm that:

"APM Finvest Limited ("Resulting Company" or "AFL") is not issuing or reissuing any shares except those covered under the Draft Scheme of Arrangement for Demerger ("Scheme") amongst APM Industries Limited ("Demerged Company" or "AIL") & its wholly owned subsidiary APM Finvest Limited ("Resulting Company" or "AFL").

Thanking You,

Yours Faithfully



For APM Industries Limited

Jyoti Upadhyay

(Company Secretary & Compliance Officer)

# APM Finvest Limited

Corporate Office: 910, Chiranjiv Tower, 43 – Nehru Place, New Delhi – 110019  
Phone: (011) 26441015-17, Fax: (011) 26441018, Email: apmfinvestltd@gmail.com  
CIN No.: U65990RJ2016PLC054921

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## ANNEXURE 1 A

To,  
The General Manager  
Listing Operation,  
BSE Limited,  
P.J. Towers,  
Dalal Street,  
Mumbai – 400001

23<sup>rd</sup> April, 2018

Dear Sir/Madam,

Sub: Application as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of obtaining 'Observation Letter / No- objection Letter' for the Draft Scheme of Arrangement for demerger of Finance and Investment undertaking of APM Industries Limited and subsequent amalgamation with its wholly owned subsidiary, APM Finvest Limited as per the provisions of Section 230-232 of Companies Act, 2013.

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Thanking You,

Yours Faithfully

For APM Finvest Limited



Ajay Rajgarhia  
(Director)





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# APM INDUSTRIES LIMITED

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## ANNEXURE 2

To,  
The General Manager  
Listing Operation,  
BSE Limited,  
P.J. Towers,  
Dalal Street,  
Mumbai – 400001

23<sup>rd</sup> April, 2018

Dear Sir/Madam,

**Sub: Application as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of obtaining 'Observation Letter / No-objection Letter' for the Draft Scheme of Arrangement for demerger of Finance and Investment undertaking of APM Industries Limited and subsequent amalgamation with its wholly owned subsidiary, APM Finvest Limited as per the provisions of Section 230-232 of Companies Act, 2013.**

In Connection with the above application, we hereby undertake that:

“As on date of application there are no outstanding Warrants/instruments/agreements which give right to any person of **APM Industries Limited** (“**Demerged Company**” or “**AIL**”) to take the equity shares in the **APM Finvest Limited** (“**Resulting Company**” or “**AFL**”) at any future date”.

Thanking You,

Yours Faithfully



For APM Industries Limited

**Jyoti Upadhyay**  
(Company Secretary & Compliance Officer)

# APM Finvest Limited

Corporate Office: 910, Chiranjiv Tower, 43 – Nehru Place, New Delhi – 110019  
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CIN No.: U65990RJ2016PLC054921

## ANNEXURE 2 A

23<sup>rd</sup> April, 2018

To,  
The General Manager  
Listing Operation,  
BSE Limited,  
P.J. Towers,  
Dalal Street,  
Mumbai – 400001

Dear Sir/Madam,

**Sub: Application as per Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of obtaining ‘Observation Letter / No-objection Letter’ for the Draft Scheme of Arrangement for demerger of Finance and Investment undertaking of APM Industries Limited and subsequent amalgamation with its wholly owned subsidiary, APM Finvest Limited as per the provisions of Section 230-232 of Companies Act, 2013.**

In Connection with the above application, we hereby undertake that:

“As on date of application there are no outstanding Warrants/instruments/agreements which give right to any person of **APM Industries Limited (“Demerged Company” or “AIL”)** to take the equity shares in the **APM Finvest Limited (“Resulting Company” or “AFL”)** at any future date”.

Thanking You,

Yours Faithfully

For APM Finvest Limited



**Ajay Rajgarhia**  
(Director)

ਪੰਜਾਬ ਨੈਸ਼ਨਲ ਬੈਂਕ  
punjab national bank

ਨੇਹਰੂ ਐਂਕਲੇਵ, ਸਾਮਰੇ ਨੇਹਰੂ ਪਲੇਸ, ਕਾਲਕਾਜ਼ੀ, ਨਵੀਂ ਦਿਲੀ  
Nehru Enclave, Opp. Nehru Place, NEW DELHI - 110019  
RTGS/NEFT IFS Code : PUNB0152900

ਸਮੀ ਖਾਖਾਓਂ ਪਰ ਦੇਵ ਪਾਏਬਲ ਆਟ ਆਲ ਬਰਾਂਚੇਸ

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₹ 46680.54

ਖਾਤਾ ਨੰ.  
A/c. No. 1529008700000893

ਬਾਲੂ ਖਾਤਾ  
CURRENT A/c

For APM INDUSTRIES LTD  
For APM INDUSTRIES LTD.



R. K. RAJGARHIA  
Chairman  
Authorised Signatory (ies)

GLT

Please sign above

050842 1100240701

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# APM Finvest Limited

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Phone: (011) 26441015-17, Fax: (011) 26441018, Email: apmfinvestltd@gmail.com  
CIN No.: U65990RJ2016PLC054921

## DETAILS OF DIRECTORS

S. No.	Name of Directors/ Promoters	Designation of Directors	DIN No.	Address/ CIN No.
1.	Anisha Mittal	Director	00002252	A - 39, Third Floor Friends Colony East, New Delhi - 110065
2.	Sanjay Rajgarhia	Director	00154167	177-C Western Avenue, Sainik Farms New Delhi- 110062
3.	Ajay Rajgarhia	Director	01065833	W-13, Greater Kailash, Part-II, New Delhi- 110048

For APM FINVEST LIMITED



  
SANJAY RAJGARHIA  
DIRECTOR

# APM Finvest Limited

Corporate Office: 910, Chiranjiv Tower, 43 – Nehru Place, New Delhi – 110019  
Phone: (011) 26441015-17, Fax: (011) 26441018, Email: apmfinvestltd@gmail.com  
CIN No.: U65990RJ2016PLC054921

## DETAILS OF PROMOTERS

S. NO.	Name of Promoters	Address	PAN No.	CIN NO./LLPIN
1.	APM Industries Limited	SP-147, RIICO Industrial Area, Bhiwadi, Rajasthan-301019	AACCA5114G	L21015RJ1973PLC015819
2.	Rajendra Kumar Rajgarhia	W-13 Greater Kailash-II, New Delhi - 110048	AAFPR1065H	—
3.	Prabha Rajgarhia	W-13 Greater Kailash-II, New Delhi - 110048	ADGPR8049F	—
4.	Shri Gopal Rajgarhia	33/1 Friends Colony (East), New Delhi-110065	ACQPR3404D	—
5.	Sanjay Rajgarhia	177-C Western Avenue Sainik Farms New Delhi- 110062	ADHPR8997F	—
6.	Pooja Rajgarhia	177-C Western Avenue Sainik Farms, New Delhi- 110062	AADPR1198P	—
7.	Ajay Rajgarhia	W-13, Greater Kailash, Part-II, New Delhi- 110048	AFXPR7935M	—

For APM FINVEST LIMITED



*[Signature]*  
SANJAY RAJGARHIA  
DIRECTOR



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Website : www.apmindustries.co.in

## DETAILS OF DIRECTORS

S. No.	Name of Directors	Designation of Directors	DIN No.	Address
1	Rajendra Kumar Rajgarhia	Chairman	00141766	W-13, Greater Kailash - II, New Delhi - 110048
2	Khushi Ram Gupta	Director	00027295	A-68, Mira Bagh, New Delhi- 110087
3	Ram Ratan Bagri	Director	00275313	177-C, Western Avenue Lane W-7, Sainik Farms New Delhi-110062
4	Shri Gopal Rajgarhia	Director	00002245	33/1 Friends Colony, New Delhi-110065
5	Hari Ram Sharma	Managing Director	00178632	A 132, Bhagat Singh Colony, Bhiwadi 301019, Rajasthan
6	Uma Hada	Director	06463684	20, Raja Santosh Road, PO - Alipore - Kolkata - 700027, West Bengal

For APM INDUSTRIES LIMITED



*Jyoti Upadhyay*  
JYOTI UPADHYAY  
COMPANY SECRETARY





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## DETAILS OF PROMOTERS

S. No.	Name of Promoters	Address	PAN No.	CIN NO./ LLPIN
1.	Rajendra Kumar Rajgarhia	W-13 Greater Kailash-II, New Delhi - 110048	AAFPR1065H	NA
2.	Ajay Rajgarhia	W-13, Greater Kailash, Part - II, New Delhi- 110048	AFXPR7935M	NA
3.	Prabha Rajgarhia	W-13, Greater Kailash -II, New Delhi- 110048	ADGPR8049F	NA
4.	Shri Gopal Rajgarhia	33/1 Friends Colony (East) New Delhi-110065	ACQPR3404D	NA
5.	Anisha Mittal	A - 39, Third Floor Friends Colony East, New Delhi - 110065	AFLPM0362H	NA
6.	Bhavna Rajgarhia	33/1, Friends Colony (East), New Delhi - 110065	ADOPR8464Q	NA
7.	Sanjay Rajgarhia	177-C Western Avenue Sainik Farms, New Delhi- 110062	ADHPR8997F	NA
8.	Aditi Rajgarhia	177-C Western Avenue Sainik Farms, New Delhi- 110062	AHKPR1691R	NA
9.	Jayati Rajgarhia	W-13, Greater Kailash -II, New Delhi- 110048	AARPR0438A	NA
10.	Pooja Rajgarhia	177-C Western Avenue, Sainik Farms, New Delhi- 110062	AADPR1198P	NA
11.	Faridabad Paper Mills Limited	2 Brabourne Road, Kolkata, West Bengal- 700001	AAACF3591N	L21019WB1973PLC028763
12.	Rajgarhia Leasing and Financial Services Private Limited	2 Brabourne Road, 5 <sup>TH</sup> Floor, Kolkata, West Bengal - 700001	AABCR2971B	U70101WB1981PTC033934
13.	Essvee Fiiscal LLP	2 Brabourne Road, Kolkata, West Bengal- 700001	AAGFE1874J	AAG-4005
14.	RKR Foundation	W-13 Greater Kailash-II, New Delhi - 110048	AAATR8307F	NA

For APM INDUSTRIES LIMITED



*Jyoti Upadhyay*  
**JYOTI UPADHYAY**  
 COMPANY SECRETARY