

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 ("the Act") and other applicable provisions, if any, of the Act (including any statutory modifications or re-enactments thereof) that the resolution(s) as set out in this notice is proposed to be passed by Shareholders through postal ballot. The Board of Directors ("the Board") of the Company has appointed Mr. Ravi Sharma, (Membership No. FCS 4468 & Certificate of Practice No. 3666), Partner, M/s RSM & Co., Practicing Company Secretaries, as the Scrutinizer in accordance with the provisions of the Act & Rules, for conducting the postal ballot / e-voting process in a fair and transparent manner.

Shareholders who desire to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed postage prepaid business reply envelope. In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through e-voting services provided by National Securities Depository Limited (NSDL).

The e-voting period commences on Friday, March 1, 2019 (9.00 a.m.) and ends on Saturday, March 30, 2019 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting. The Scrutinizer shall submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots. The results of postal ballot shall be declared at the registered office of the Company at 5:00 P.M. on Monday, April 1, 2019 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the Company's website at www.apmindustries.co.in & on NSDL's website at www.evoting.nsdl.com.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, , the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. Saturday, March 30, 2019.

By order of the Board
For APM INDUSTRIES LIMITED
JYOTI UPADHYAY
COMPANY SECRETARY

Place: New Delhi
Date: February 26, 2019

Registered Office SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar Rajasthan- 301 019
Telephone: (01493)- 265400, Fax: (01493)-265413
Email: delhi@apmindustries.co.in
Website: www.apmindustries.co.in

Special Business:

ITEM NO. 1 –CONTINUANCE OF DIRECTORSHIP OF SHRI KHUSHI RAM GUPTA (DIN: 00027295) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modifications the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the ordinary resolution passed by the members of the Company in its 40th Annual General Meeting held on Thursday the 25th day of September, 2014, for appointment of Shri Khushi Ram Gupta (DIN 00027295) as an Independent Director of the Company for a period of five consecutive years for a term up to the conclusion of the 45th Annual General Meeting of the Company in the Year 2019 and pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), the consent of members of the Company be and is hereby accorded for continuance of directorship of Shri Khushi Ram Gupta (DIN 00027295) aged 84 years as an Independent Director of the Company till the conclusion of 45th Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT Shri Khushi Ram Gupta (DIN 00027295) being eligible to continue his directorship as an Independent Non Executive Director of the Company has submitted a declaration under Section 164, 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

ITEM NO. 2 - CONTINUANCE OF DIRECTORSHIP OF SHRI RAM RATAN BAGRI (DIN:00275313) AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modifications the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the ordinary resolution passed by the members of the Company in its 40th Annual General Meeting held on Thursday the 25th day of September, 2014, for appointment of Shri Ram Ratan Bagri (DIN: 00275313) as an Independent Director of the Company for a period of five consecutive years for a term up to the conclusion of the 45th Annual General Meeting of the Company in the -Year 2019 and pursuant to the recommendation of the Nomination and Remuneration Committee and pursuant to the Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), the consent of members of the Company be and is hereby accorded for continuance of directorship of Shri Ram Ratan Bagri (DIN: 00275313) aged 74 years (who will attain the age of 75 years as on 01.04.2019) as an Independent Non Executive Director of the Company till the conclusion of 45th Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT Shri Ram Ratan Bagri (DIN: 00275313) being eligible to continue his directorship as an Independent Director of the Company has submitted a declaration under Section 164, 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

Place: New Delh
Date: February 26, 2019

By order of the Board
For APM INDUSTRIES LIMITED
JYOTI UPADHYAY
COMPANY SECRETARY

Registered Office SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar Rajasthan– 301 019
Telephone: (01493)- 265400, Fax: (01493)-265413
Email: delhi@apmindustries.co.in
Website: www.apmindustries.co.in

NOTES

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolutions are annexed herewith.
2. The Postal Ballot Notice will be dispatched / sent to all the Members whose names appear in the Register of Members / Records of Depositories as on Friday, February 22, 2019 viz. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
3. Members who have registered their E-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by E-mail and Members who have not registered their E-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form in physical form.
4. Members who have received Postal Ballot Notice by E-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the Company's website www.apmindustries.co.in or seek duplicate Postal Ballot Form from the Company by sending a request mail on delhi@apmindustries.co.in.

5. In compliance with section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the company has provided the facility to Members to exercise their votes electronically and to vote on the resolutions specified above through e-voting service facility arranged by NSDL. The instruction for electronic voting are annexed to this notice.
6. Voting period will commence on and from Friday, March 1, 2019 at 9:00 A.M. and ends on Saturday, March 30, 2019 at 5:00 P.M.
7. Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), in the attached self-addressed postage pre-paid Envelope, so as to reach the Scrutinizer at RSM & Co. Company Secretaries, D - 63 JFF COMPLEX, JHANDEWALAN, NEW DELHI 110 055 , on or before March 30, 2019. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as reply from the Member has not been received. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may download the Postal Ballot Form from the Company's website www.apmindustries.co.in or seek duplicate Postal Ballot Form from the Company.
8. If a Member has opted for e-voting, then he/she should not vote by physical ballot and vice-versa. However, in case Shareholders cast their vote, both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
9. In case, the Shareholders do not want to avail the e-voting facility organized through NSDL, such Shareholders may send a request to the Registrar at admin@skylinert.com or write to the Company Secretary at the registered office of the Company for obtaining the Notice and Postal ballot Form in physical form. On receipt of such request, the Company will dispatch the same to enable the Shareholders to send back the Postal Ballot duly filled form, so as to reach the Scrutinizer within the prescribed time.
10. The Scrutinizer will submit his report to the Chairman of the Company or any other Director duly authorized by the Chairman, after completion of the scrutiny of the Postal Ballots forms received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. Resolution assented to by the requisite majority of the Shareholders by means of Postal Ballot including voting by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
12. The Result will be displayed at the Company's website www.apmindustries.co.in, besides being communicated to the Stock Exchanges on which Company's equity shares are listed. The results shall be displayed on the Notice Board of the Company's Registered office.
13. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days (Monday to Saturday) up to March 30, 2019 .
14. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
15. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. 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.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below:**

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

5. **Your password details are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. 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?

1. 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.

2. 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.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to contact@csrsm.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Shri Khushi Ram Gupta (DIN 00027295) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 to hold office as an Independent Director of the Company in its 40th Annual General Meeting held on Thursday the 25th day of September, 2014 for a period of five consecutive years for a term up to the conclusion of the 45th Annual General Meeting of the Company in the Calendar Year 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act. Shri Khushi Ram Gupta is an active member on the Board and regular in attending Board and its committee(s) meeting. He also Chair the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company.

Shri Khushi Ram Gupta has attained the age of 84 years. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1 April, 2019, requires the Company to obtain approval of shareholders by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Independent Director who has attained seventy five years of age.

In the opinion of the Board, Shri Khushi Ram Gupta fulfils the conditions for continuance of Directorship as an Independent Director of the Company as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

The Board of Directors and Nomination and Remuneration Committee at its meeting held on 23rd February, 2019, concluded that the association of Shri Khushi Ram Gupta would be beneficial to the Company and it is desirable continue the directorship of Shri Khushi Ram Gupta as an Independent Director of the Company till the conclusion of 45th Annual General Meeting of the Company.

The Board of Directors recommends the resolution at Item No. 1 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Shri Khushi Ram Gupta, has any concern or interest, financial or otherwise. The relatives of Shri Khushi Ram Gupta may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any.

ITEM NO. 2

Shri Ram Ratan Bagri (DIN: 00275313) was appointed as an Independent Director of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 to hold office as an Independent Director of the Company in its 40th Annual General Meeting held on Thursday the 25th day of September, 2014 for a period of five consecutive years for a term up to the conclusion of the 45th Annual General Meeting of the Company in the Calendar Year 2019 ('first term') in terms of the explanation to Sections 149(10) and 149(11) of the Act. Shri Ram Ratan Bagri is an active member on the Board and regular in attending Board and its committee(s) meeting. He is also the member of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee of the Company.

Shri Ram Ratan Bagri will attain the age of 75 years on April 1, 2019. Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, which are effective from 1 April, 2019, requires the Company to obtain approval of shareholders by way of a special resolution for appointing or continuing the directorship of a person as a Non-Executive Independent Director who has attained seventy five years of age.

In the opinion of the Board, Shri Ram Ratan Bagri fulfils the conditions for continuance of Directorship as an Independent Director of the Company as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015').

The Board of Directors and Nomination and Remuneration Committee at its meeting held on 23rd February, 2019, , concluded that the association of Shri Ram Ratan Bagri would be beneficial to the Company and it is desirable continue the directorship of Shri Ram Ratan Bagri as an Independent Director of the Company till the conclusion of 45th Annual General Meeting of the Company.

The Board of Directors recommends the resolution at Item No. 2 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Shri Ram Ratan Bagri, has any concern or interest, financial or otherwise. The relatives of Shri Ram Ratan Bagri may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any.

By order of the Board
For APM INDUSTRIES LIMITED
JYOTI UPADHYAY
COMPANY SECRETARY

Place: New Delhi
Date: February 26, 2019

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