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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the '**Act**') read with Rule 22 of Companies (Management and Administration) Rules, 2014 (the '**Rules**') and Secretarial Standard-2 issued by the Institute of Company Secretaries of India including any statutory modifications and re-enactment thereof, and other applicable laws and regulations for the time being in force for transacting the Special Business by the members of APM Industries Limited (the '**Company**') by passing the Resolution appended below for approval by way of **Remote E-Voting only**.

The Ministry of Corporate Affairs, Government of India ("**MCA**") vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 ("**MCA Circulars**"), in view of the prevailing situations due to COVID-19 pandemic requiring social distancing, had advised the companies to take all decisions through the mechanism of e-voting in accordance with the provisions of the Act and Rules made thereunder, without sending physical notice to the shareholders and without holding a general meeting that requires physical presence of members at a common venue.

As per the MCA Circulars, the Company is sending Postal Ballot Notice (the "Notice") only by email to all its members who have registered their email addresses with the Company or depository(ies) / depository participants. This Notice is accordingly being issued to the members in compliance with the MCA Circulars.

The Board of Directors of the Company at its meeting held on Monday, May 10, 2021, has appointed 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., Practicing Company Secretaries, as Scrutinizer for conducting the E-Voting / Postal Ballot process in a fair and transparent manner.

This notice is being sent to all members / beneficiaries whose names appear on the Register of Members / Record of Depositories as on **Cut-off-date i.e. Wednesday, May 12, 2021**.

The proposed resolution and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members.

SPECIAL BUSINESS:

- 1. Continuation of Directorship of Shri Shri Gopal Rajgarhia (DIN: 00002245) as 'Non-Executive, Non-Independent Director' on the Board of the Company after attaining the age of 75 (Seventy-five) years on August 21, 2021.**

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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto) and pursuant to the recommendations of the Nomination and Remuneration Committee and by the Board of Directors of the Company, approval of the Members be and is hereby accorded to the continuation of Directorship of Shri Shri Gopal Rajgarhia (DIN: 00002245) as ‘Non-Executive, Non-Independent Director’ on the Board of the Company after attaining the age of 75 (Seventy-five) years on August 21, 2021 and he will be liable to retire by rotation.”

Registered Office:

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

By **Order of the Board**
For APM Industries Limited

Neha Jain
Company Secretary
M. No.: 48053

Place: New Delhi

Dated: May 10, 2021

NOTES:-

1. The following is annexed with the Notice:
 - (i) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the special business.
 - (ii) Instructions for e-voting.
2. Documents referred to in the accompanying notice and explanatory statement thereto, will be open for inspection by members at the Registered Office of the Company during office hours between 11:00 am to 1:00 pm, on all working days except Saturday, Sunday and National Holiday until the last date for receipt of votes by e-voting i.e. **Sunday, June 13, 2021**.
3. Pursuant to Sections 108 and 110 of Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system in respect of resolution proposed to be considered through this Notice of Postal Ballot. 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.
4. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on **Cut-off Date i.e. Wednesday, May 12, 2021**, and a person whose name is not appearing on the Register of Members / Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date. The Postal Ballot Notice is being sent only by an e-mail to the members who have registered their email addresses for receipt of documents in electronic form with their Depository Participants (in case of electronic shareholding)/ the Company’s Registrar and Share Transfer Agent (in case of physical shareholding).

5. **Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020.**
6. Based on the consent received from 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., Practicing Company Secretaries, the Board has appointed them as the Scrutinizer to scrutinize the e-voting/postal ballot process in a fair and transparent manner.
7. The voting shall be reckoned in proportion to the member's share of the paid-up equity share capital of the Company as on the date reckoned in Note 4 above.
8. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Members whose names appear on the Register of Members/List of Beneficial Owners as on **Wednesday, May 12, 2021** will be considered for the purpose of e-voting.
9. The Scrutinizer shall prepare a consolidated Scrutinizer's Report on the total votes cast in favour or against, if any. The said report will be countersigned by the Chairman or a person authorized by him in writing and the results of the voting shall be declared on or before **Tuesday, June 15, 2021**, and will be displayed at the Registered Office and Corporate Office of the Company. The result shall also be communicated to Stock Exchange and the same along with Scrutinizer's Report will be displayed on the website of the Company www.apmindustries.co.in as well as on the website of NSDL <https://www.evoting.nsdl.com>. **The Scrutinizer's decision on the validity of the E-Voting will be final and binding.**
10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. **Sunday, June 13, 2021.**

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:

E-voting period commences on **Saturday, May 15, 2021 at 10:00 am (IST)** and ends on **Sunday, June 13, 2021 at 05:00 pm (IST)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Wednesday, May 12, 2021**, may cast their votes electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

In case of any queries or grievances relating to e-Voting, you may contact Ms. Sarita Motte, Authorised Person, NSDL, Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India through e-mail at [SaritaM@nsdl.co.in](mailto: SaritaM@nsdl.co.in) / [evoting@nsdl.co.in](mailto: evoting@nsdl.co.in) or on Toll Free No.: 1800-222-990 OR Ms. Rati, Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020, India through email at [admin@skylinerta.com](mailto: admin@skylinerta.com). or on Telephone No.: 011-40450193-97.

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.**

Step 1:- Log-in to NSDL e-Voting website

- (i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

- (iii) 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.*
- (iv) 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:
- (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'?
1. 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'.
 2. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- (vi) 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.

(d) 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.

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

- (i) 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.
- (ii) 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.
- (iii) Select “EVEN” of the Company.
- (iv) Now you are ready for e-Voting as the Voting page opens.
- (v) 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.
- (vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

Institutional Members (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 at contact@csrsm.com or csapmindustriestd@gmail.com 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.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads section of [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) or contact NSDL by email at evoting@nsdl.co.in or call on: 1800 222 990.

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

Item No. 1

Pursuant to the provision of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended vide Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from April 01, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri Shri Gopal Rajgarhia (DIN: 00002245) is a 'Non-Executive, Non-Independent Director' on the Board of the Company and liable to retire by rotation. Shri Shri Gopal Rajgarhia has been a Director of the Company since July 26, 2000. Shri Shri Gopal Rajgarhia is an active member on the Board and regular in attending Board and its committee meeting. He also member of the Audit Committee of the Company. Shri Shri Gopal Rajgarhia will attain the age of 75 years on August 21, 2021, it is necessary to approve by members of the Company for continuation of his directorship on the Board of Directors of the Company by passing Special Resolution.

In the opinion of the Board, Shri Shri Gopal Rajgarhia fulfils the conditions for continuance of Directorship as an 'Non-Executive, Non-Independent Director' on the Board 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 also considering his rich experience, expertise and immense contribution in the growth of the Company. He is also promoter of the Company and as on date holding 573850 equity shares of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors vide resolution dated May 10, 2021 proposes the continuation of directorship of Shri Shri Gopal Rajgarhia as a 'Non-Executive, Non-Independent Director' on the Board of the Company, subject to the approval of shareholders to be passed by way of Postal Ballot.

The Board of Directors recommends the Special Resolution set out at Item No. 1 of the Postal Ballot Notice for approval of the members.

None of the Directors or Key Managerial Personnel or their relatives (except Shri R K Rajgarhia, Brother of Shri Shri Gopal Rajgarhia) are concerned or interested, financially or otherwise, in this Special Resolution. Shri Shri Gopal Rajgarhia and his relatives may be deemed to be interested in the respective resolution to the extent of their shareholding interest, if any.

Registered Office:

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Bhiwadi, Dist. Alwar (Rajasthan) - 301019
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By Order of the Board
For APM Industries Limited

Neha Jain
Company Secretary
M. No.: 48053

Place: New Delhi

Dated: May 10, 2021