



July 31, 2020

Regd. Office & Works : SP-147, RIICO Industrial Area, Bhiwadi, Distt - ALWAR - 301 019 (RAJ.)

R S M & CO.
COMPANY SECRETARIES

2E/207, | 2ND FLOOR | CAXTON HOUSE
JHANDEWALAN EXTENSION | NEW DELHI 110 055
Tel +91 11 23623813, +91 11 43709121,
Email rsmco121@gmail.com alternate ravi@csrsm.com
ICSI Unique Code: P1997DE017000

To,

The Board of Directors
APM Industries Limited
CIN: L21015RJ1973PLC015819
SP-147, RIICO Industrial Area,
Bhiwadi, Rajasthan-301019

Sir/Madam,

Annual Secretarial Compliance Report for the Financial Year 2019-20

We have been engaged by APM Industries Limited (herein after referred to as "the Company") bearing CIN L21015RJ1973PLC015819 whose equity shares are listed on the BSE Limited (**Security Code 523537**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's circular No CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.


Our responsibility is to verify compliance by the company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examination and verification as considered necessary and adequate for the said purpose.

Due to pandemic situation and entire lockdown in the country, we have verified the documents virtually and no physical verification was done by us.

Annual Secretarial Compliance Report is enclosed.

For **RSM & Co.**
Company Secretaries


CS SUMAN PANDEY
Partner
FCS: 7606 | COP No.: 8404
UDIN: F007606B000528797



Date : 30th July 2020
Place : Delhi

R S M & CO.
COMPANY SECRETARIES

2E/207, | 2ND FLOOR | CAXTON HOUSE
JHANDEWALAN EXTENSION | NEW DELHI 110 055
Tel +91 11 23623813, +91 11 43709121,
Email rsmco121@gmail.com alternate ravi@csrsm.com
ICSI Unique Code: P1997DE017000

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF APM INDUSTRIES LIMITED FOR THE YEAR
ENDED 31ST MARCH, 2020**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements) Regulations,
2015]

To,

The Board of Directors
APM Industries Limited
CIN: L21015RJ1973PLC015819
SP-147, RIICO Industrial Area,
Bhiwadi, Rajasthan-301019

We M/s RSM & Co. Company Secretaries have examined:-

- (a) All the documents and records made available to me and explanation provided by APM Industries Limited ("the listed entity").
- (b) The filings/submissions made by the listed entity to the BSE Limited ("BSE")
- (c) Website of the listed entity www.apmindustries.co.in
- (d) any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:-

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars; guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 to the extent applicable;



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (**Not applicable to the Company during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Review Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable to the Company during the Review Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
- (i) The Depositories Act 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations 2018, to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client to the extent to securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.

Circulars/guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:-

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Trading window closure as per SEBI (Prohibition of Insider Trading) Regulations, 2015	Trading window closure was not proper for the quarter ended March 2019.	The Company has closed the trading window for the March 2019 quarter from 08.04.2019 while it should be immediate before closure of quarter.
2.	Regulation 33 of SEBI (LODR), 2015	Late Submission of financial result for the quarter ended March, 2019	The Company has late submitted the audited financial result for the quarter ended March, 2019. The fine was imposed by the exchange of Rs. 90,000 plus GST @18% vide letter dated 17.06.2019.
3.	Regulation 27(2) of SEBI (LODR),	Delay in submission of	The Company has late



2015	Corporate Governance Report for the quarter ended March, 2019	submitted the Corporate Governance Report for the quarter ended March 31, 2019. The fine was imposed by the exchange of Rs. 18,000 plus GST @ 18% vide letter dated 02.05.2019.
------	---	---

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
1	BSE Ltd	Late submission of Corporate Governance Report as per Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the quarter ended March, 2019	BSE has imposed fine of Rs. 18,000 plus GST @ 18% vide letter dated 02.05.2019.	As explained by the management / officers of the Company the delay was unintentional. The Company has assured to take proper care in future. The Company has paid the fine imposed.
2	BSE Ltd	Late Submission of financial result for the quarter ended March, 2019 as per Regulation 33 of SEBI (LODR), Regulations, 2015	BSE has imposed fine of Rs. 90,000 plus GST @18% vide letter dated 17.06.2019.	As explained by the management / officers of the Company the delay was unintentional. The Company has assured to take proper care in future. The Company has paid the fine imposed.

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:-

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2019.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Late Submission of voting result of AGM as per Regulation 44(3) of the SEBI (Listing Obligations and	Late submission of Voting Result	Delay was unintended and unintentional. The Company will take	The Company has assured for timely compliances in



	Disclosures Requirements) Regulations, 2015		proper care in future.	future.
2.	<p>The Company has adopted the Revised (Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information' (Revised Code) in Compliance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 in the board meeting dated 29th May, 2019.</p> <p>The revised code was effective from 1st April, 2019.</p>	Non adoption on time, Compliance as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.	Delay was un-intended and un-intentional. The Company will take proper care in future.	The Company has adopted the revised code as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

(e) The Listed Entity has communicated modification in the terms of appointment to the Statutory Auditors in compliance of Para 6 (A) and 6 (B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019

For RSM & Co.

Company Secretaries

CS SUMAN PANDEY
Partner

FCS: 7606 | COP No.: 8404
UDIN: F007606B000528797



Date : 30th July 2020

Place : Delhi