



IS/ISO 9001 - 2000

APM INDUSTRIES LIMITED

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E-mail : delhi@apmindustries.co.in
CIN No. : **L21015RJ1973PLC015819**
Website : www.apmindustries.co.in

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 108, 110 and all the other applicable provisions of the Companies Act, 2013, (the '**Act**') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (the '**Rules**'), Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022 and 09/2023 dated 25 September 2023 issued by the Ministry of Corporate Affairs (including any statutory modifications, amendments or re-enactments thereto) (the '**MCA Circulars**') read with SEBI Circular Nos. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, 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**.

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/Depositories/ Registrar and Share Transfer Agent ('**RTA**'). This Notice is accordingly being issued to the members in compliance with the MCA Circulars. If e-mail address of the member is not registered with the Company/Depositories, please follow the process provided in the Notes to this Notice to receive this Notice.

The Board of Directors of the Company at its meeting held on Wednesday, January 10, 2024, has appointed Mr. Ravi Sharma (FCS No.: 4468, C.P. No.: 3666), Partner of M/s RSM & Co., Practicing Company Secretaries, as Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner.

You are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions that form part of this Notice and cast your vote through e-Voting, as Assent (FOR) or Dissent (AGAINST) for the said resolutions, by **05:00 p.m. (IST) on Sunday, February 11, 2024**. Members having equity shares in demat form or in physical form shall be able to vote by way of e-Voting. For the purpose of e-Voting, the Company has engaged the services of National Securities Depository Limited ('**NSDL**').

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. **Friday, January 05, 2024**.

The Scrutinizer shall submit his report to the Chairman of the Company or person authorised by the Chairman. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman or a person authorised by the Chairman within 2 (two) working days of the conclusion of the Postal Ballot process through remote e-voting at the Registered Office of the Company at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar, Rajasthan-301019. The results along with the Scrutinizer's Report shall also be intimated to the BSE Limited ('**BSE**') where the Equity Shares of the Company are listed and will be displayed on the Company's website at www.apmindustries.co.in as well as on the website of NSDL.

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

SPECIAL BUSINESS

1. To Appoint Shri Deepak Vishwanath Harlalka (DIN: 00170335) as Non-Executive, Non Independent Director on the Board of the Company.

To consider and if thought fit to pass with or without modification(s) as may deem fit, the following Resolution as **Ordinary Resolution**:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17(1C) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company and on recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, Shri Deepak Vishwanath Harlalka (DIN: 00170335), who was appointed as an Additional Director (Non-Executive Director) of the Company with effect from November 21, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive, Non Independent Director of the Company with effect from November 21, 2023, liable to be retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Director(s) and / or Officer(s) of the Company, to give effect to the above resolution.”

2. To Appoint Shri Manish Garg (DIN: 01324631) as an Independent Director on the Board of the Company.

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 the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17(1C), 25 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company and on recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, Shri Manish Garg (DIN: 01324631), who was appointed as an Additional Director (Independent Director) of the Company with effect from November 21, 2023 and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to be retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from November 21, 2023 to November 20, 2028.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Director(s) and / or Officer(s) of the Company, to give effect to the above resolution.”

3. To Re-appoint Shri Rajendra Kumar Rajgarhia (DIN: 00141766) as Whole time Director and Chairman of the Company.

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 the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the member(s) of the Company be and is hereby accorded for re-appointment of Shri Rajendra Kumar Rajgarhia (DIN: 00141766), whose current term as Whole time Director and Chairman of the Company is due to expire on May 31, 2024, as Whole time Director and Chairman of the Company with effect from June 01, 2024 for further period of 3 (three) years, liable to retire by rotation, on such terms and conditions, including managerial remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘the Board’) be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said re-appointment and/ or his managerial remuneration (including without limitation, fixed pay, variable pay, incentives and any other benefits, perquisites, retirement benefits, increments etc. required to be included in the computation of remuneration in accordance with Schedule V of the Act) and/or any other term in his agreement/ appointment letter with the Company (collectively referred to as ‘Variation’) during his tenure, as may be agreed to between the Board and Shri Rajendra Kumar Rajgarhia, subject to such approvals of applicable authorities, as may be required under the applicable laws to such Variations but without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to Whole time Director and Chairman under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Director(s) and / or Officer(s) of the Company, to give effect to the above resolution.”

4. To Re-appoint Shri Hari Ram Sharma (DIN: 00178632) as Managing Director on the Board of the Company.

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 the provisions of Sections 196, 197, 198, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company, recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the member(s) of the Company be and is hereby accorded for re-appointment of Shri Hari Ram Sharma (DIN: 00178632), whose current term as Managing Director of the Company is due to expire on May 31, 2024, as Managing Director of the Company with effect from June 01, 2024 for further period of 3 (three) years, liable to retire by rotation, on such terms and conditions, including managerial remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'the Board') be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said re-appointment and/ or his managerial remuneration (including without limitation, fixed pay, variable pay, incentives and any other benefits, perquisites, retirement benefits, increments etc. required to be included in the computation of remuneration in accordance with Schedule V of the Act) and/or any other term in his agreement/ appointment letter with the Company (collectively referred to as 'Variation') during his tenure, as may be agreed to between the Board and Shri Hari Ram Sharma, subject to such approvals of applicable authorities, as may be required under the applicable laws to such Variations but without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such Variation shall not exceed any amount permitted to be paid to Managing Director under applicable law without obtaining requisite approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Director(s) and / or Officer(s) of the Company, to give effect to the above resolution."

5. To Appoint Smt. Nirmala Bagri (DIN: 01081867) as an Independent Director on the Board of the Company.

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 the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17(1A), 17(1C), 25 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, Nomination and Remuneration Policy of the Company and on recommendation of Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company, Smt. Nirmala Bagri (DIN: 01081867), who was appointed as an Additional Director (Independent Director) of the Company with effect from January 10, 2024 and who has submitted a declaration that she meets the criteria for independence as provided under the Act and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to be retire by rotation, to hold office for a term of 5 (Five) consecutive years with effect from January 10, 2024 to January 09, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein conferred to any Director(s) and / or Officer(s) of the Company, to give effect to the above resolution."

Registered Office:

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

By Order of the Board
For APM Industries Limited

Neha Goel
Company Secretary
M. No.: 48053

Place: New Delhi

Dated: January 10, 2024

NOTES:-

1. The following is annexed with the Notice:-
 - (i) Explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with the relevant Rules made thereunder and 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. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-Voting facility to its Members, holding equity shares in physical or dematerialized form, as on the cut-off date, being **Friday, January 05, 2024** to exercise their right to vote by electronic means on the businesses specified in the accompanying Notice through the electronic voting service facility arranged by NSDL.

The e-Voting period commences on **Saturday, January 13, 2024 at 09:00 a.m. (IST)** and ends on **Sunday, February 11, 2024 at 05:00 p.m. (IST)**. The e-Voting module shall be disabled by NSDL after the prescribed date and time for voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

3. As per the applicable MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. The Company is sending this Notice to the Members in electronic form only. Kindly note that the Communication of the assent/dissent to the Resolution proposed in the Notice of Postal Ballot would take place only through Remote E-voting.
4. Documents referred to in the accompanying Notice and explanatory statement thereto, shall be open for inspection by members at the Registered Office of the Company between 11:00 am to 01:00 pm, on all working days except Saturdays, Sundays and National Holidays, until the end of the voting period i.e. **Sunday, February 11, 2024**.
5. 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. **Friday, January 05, 2024**, 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).
6. Those members who have not yet registered their email addresses and consequently, have not received the Notice, are requested to get their email addresses and mobile numbers registered by following the guidelines mentioned below:-
 - Members holding shares in physical mode are hereby notified that pursuant to SEBI's general circular no. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail address by submitting the requisite Form ISR-1 along with the supporting documents with Registrar & Share Transfer Agent ("RTA") of the Company. Form ISR-1 can be downloaded at <https://www.apmindustries.co.in/wp-content/uploads/2022/02/Form-ISR-1.pdf>.
 - Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their respective DPs.
 - In order to participate in the Corporate Governance green initiative, members are requested to register their email addresses in respect of shares held in electronic form with their DPs

permanently for sending the Annual Reports, Notice of General Meetings and other shareholders' communications. In case of queries with respect to the above, members are requested to write to parveen@skylinerta.com or call at 011-40450193-96.

7. Based on the consent received from Mr. Ravi Sharma (FCS No.: 4468, C.P. No.: 3666), Partner of M/s RSM & Co., Practicing Company Secretaries, the Board has appointed him as the Scrutinizer to scrutinize the e-voting/postal ballot process in a fair and transparent manner.
8. A copy of this Notice is also available on the Company's website at www.apmindustries.co.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
9. The voting rights of members for remote e-voting shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as at close of business hours on the Cut-off date.
10. The Scrutinizer shall, after the conclusion of the e-voting on **Sunday, February 11, 2024 at 05:00 p.m. (IST)**, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make Scrutinizer's report within the prescribed time. Such report shall contain details of the total votes cast in favour of or against, if any, and submit the report to the Chairman or in their absence Company Secretary, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith.
11. Results of voting shall be declared within 2 working days from the time of conclusion of the remote e-voting and will be displayed at the Registered Office of the Company. The result of the Postal Ballot 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.
12. Pursuant to the provisions of Section 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 ('IEPF Rules'), the dividend, which remains unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. Members may visit the Company's website www.apmindustries.co.in for tracking details of any unclaimed amounts, pending transfer to IEPF.
13. Please also note that SEBI, vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 read with circular no. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/135 dated August 4, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company /its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR portal (<https://smartodr.in/login>).
14. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. **Sunday, February 11, 2024**.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:

E-voting period commences on **Saturday, January 13, 2024 at 09:00 a.m. (IST)** and ends on **Sunday, February 11, 2024 at 05:00 p.m. (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. Friday, January 05, 2024**, 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 / evoting@nsdl.co.in or call on 022 - 4886 7000 and 022 - 2499 7000 OR Mr. Sarbesh Singh, Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020, India through email at

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:- Access to NSDL e-Voting system

(I) Login method for e-Voting for Individual shareholders holding securities in dematerialized mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID

with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in dematerialized mode is given below:-

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:-</p> <p>(a) Visit the e-Services website of NSDL. Open web browser and type the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile.</p> <p>(b) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</p> <p>(c) A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services.</p> <p>(d) Click on “Access to e-Voting” appearing on the left-hand side under e-voting services and you will be able to see e-voting page.</p> <p>(e) Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</p> <p>If you are not registered, follow the below steps:-</p> <p>(a) Option to register is available at https://eservices.nsdl.com.</p> <p>(b) Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(c) Please follow steps given above in points (a) to (e).</p> <p>2. E-voting website of NSDL</p>

(a) Open web browser and type the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.

(b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

(c) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.

(d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

3. Shareholders/Members can also download NSDL Mobile app "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login of Easi/Easiest the user will be also able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL at website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account.

5. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their DPs	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility.</p> <p>2. Once logged-in, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.</p>
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Important Note:- Members who are unable to retrieve User ID/ Password are advised to use Forget User details/Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

(II) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in dematerialized mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by clicking the URL:- <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a Verification Code as shown on the screen.
4. 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.
5. 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 EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. Password details for shareholders other than Individual shareholders 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 by NSDL. Once you retrieve your 'initial password', you need to 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 from evoting@nsdl.com. 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) In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice.

7. 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, PAN, name and registered address.

(d) Members can also use the OTP based login for casting the votes on the e-Voting system of NSDL.

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

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

10. 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.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.

6. You can also take the printout of the votes cast by you by clicking on the print option on the

confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. Members whose shares are held in physical mode, are requested to provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to admin@skylinerta.com.

2. Members whose shares are held in demat mode, are requested to provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to csapmindustrielt@gmail.com or admin@skylinerta.com. If you are an Individual shareholders holding securities in dematerialized mode, you are requested to refer to the login method explained at step 1 (I) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in dematerialised mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in or evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 csapmindustriesltd@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolutions/ Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolutions / Authority Letter" displayed under "e-Voting" tab in their login.

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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in.

ANNEXURE TO THE NOTICE
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

[In pursuance of Secretarial Standard on General Meetings (SS-2) & Regulation 36(3) of SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Item No. 1	Item No. 2	Item No. 3	Item No. 4	Item No. 5
Name of the Director	Shri Deepak Vishwanath Harlalka	Shri Manish Garg	Shri Rajendra Kumar Rajgarhia	Shri Hari Ram Sharma	Smt. Nirmala Bagri
Director Identification Number (DIN)	00170335	01324631	00141766	00178632	01081867
Date of Birth	October 03, 1963	July 16, 1970	August 14, 1938	June 03, 1951	October 13, 1947
Age	60 Years	53 Years	85 Years	72 Years	76 Years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of first Appointment on Board	November 21, 2023	November 21, 2023	March 20, 1974	June 03, 1997	January 10, 2024
Qualification	B.Com	B.Com and FCA	B. Com	B. Com	B.A.
Brief resume including experience, expertise in specific functional areas	He is having more than 25 years of work experience in the field of textile industry which will be beneficial for the Company.	He is a fellow member of the Institute of Chartered Accountant of India. He is having more than 27 years of experience. He has rich experience in the field of Direct Taxes and handled various tax matters. He has conducted Audit of many Public Sector Undertakings.	He is having more than 60 years of work experience. He is also having around 43 years of work experience in the field textile industries. He is also having experience in financing activities, strategic planning in capital Budgeting. He is associated with the Company since long. He is being appointed as a Director on the Board of the Company since 1974. He is one of the Promoter and main contributor to the growth and development of the Company.	He is having around 50 years of work experience in Strategic planning for production and sales. He is also having around 43 years of experience in the field of textile industries. He is associated with the Company since long. He is being appointed as a Director on the Board of the Company in the year 1997. He has rich experience in various areas of operation of the business and specialized skills in innovation, product development etc. Shri Hari Ram Sharma has put in much effort to improve the business performance and devoted	She is having around 42 years of experience in the field of Finance, Accounts and Human Resource. Expertise in Accounting Matters, SEBI & Corporate Laws, Business Strategy, Financial acumen, Human Resource, Risk Management, Corporate Governance, Shareholders Management.

				attention to the developmental activities of the Company.	
Terms & Conditions for appointment	He is appointed as Non-Executive, Non Independent Director on the Board of the Company with effect from November 21, 2023 subject to the approval of members and shall be liable to retire by rotation.	He is appointed as Independent Director on the Board of the Company for a period of 5 consecutive years from November 21, 2023 to November 20, 2028 subject to the approval of members and shall not be liable to retire by rotation.	As detailed in the respective resolution and explanatory statement.	As detailed in the respective resolution and explanatory statement.	She is appointed as Independent Director on the Board of the Company for a period of 5 consecutive years from January 10, 2024 to January 09, 2029 subject to the approval of members and shall not be liable to retire by rotation.
Details of Remuneration /Remuneration last drawn	He is eligible to receive sitting fee for attending the Board and Committee Meetings.	He is eligible to receive sitting fee for attending the Board and Committee Meetings.	In FY 2022-23 Remuneration paid Rs. 160.92 Lakhs.	In FY 2022-23 Remuneration paid Rs. 119.54 Lakhs	She is eligible to receive sitting fee for attending the Board and Committee Meetings.
Shareholding in APM Industries Limited (No. & %)	81,000 Equity Shares (0.37%)	Nil	38,73,000 Equity Shares (17.92%)	1,045 Equity Shares (0.0%)	Nil
List of Directorships held in other Companies	- Swasti Vinayaka Realestate Development Private Limited - Gini Tex Private Limited - Ashirwad Shelters Private Limited - Gini Construction Private Limited - Gini Silk Mills Limited - Shree Gini Texturising Private Limited	- Perfectpac Limited -Sumarg Education Resources Private Limited -Kolkatta Hotels Limited -Manu Maharani Hotels Limited - Grand Venice Developers Private Limited	- Perfectpac Limited - Rajgarhia Leasing and Financial Services Pvt. Ltd.	- Arvind Syntex Private Limited	- Godfrey Phillips India Limited - Clear Water Limited - Bagri Udyog Pvt Ltd
Members / Chairman of	- Member of Audit	- Member of Audit	- Member of Nomination	- Member of Stakeholders	- Member of Audit

Committees in APM Industries Limited	Committee	Committee - Member of Nomination and Remuneration Committee - Member of Stakeholders Relationship Committee	and Remuneration Committee - Chairman of Corporate Social Responsibility Committee	Relationship Committee - Member of Corporate Social Responsibility Committee	Committee - Member of Nomination and Remuneration Committee - Member of Stakeholders Relationship Committee - Member of Corporate Social Responsibility Committee
Members / Chairman of Committees in other Public Companies	- Member of Stakeholders Relationship Committee of Gini Silk Mills Limited	- Chairman of Audit Committee of Perfectpac Limited	- Member of Nomination and Remuneration Committee of Perfectpac Limited	Nil	<u>Godfrey Phillips India Limited</u> - Member of Audit Committee - Member of Nomination and Remuneration Committee - Member of Corporate Social Responsibility Committee
Listed Companies from which Director has resigned in the past three years	Nil	Mufin Green Finance Limited (Formerly known as APM Finvest Limited) [Resigned on March 09, 2022]	Nil	Nil	Mufin Green Finance Limited (Formerly known as APM Finvest Limited) [Resigned on March 09, 2022]
Relationship with other Directors and KMP	Shri Deepak Vishwanath Harlalka being Son-in-law of Shri Rajendra Kumar Rajgarhia, Chairman, is related to him. He is not related to any other Director and KMP of the Company	No inter-se relationship with other Directors or KMPs.	Shri Rajendra Kumar Rajgarhia being Father-in-law of Shri Deepak Vishwanath Harlalka, is related to him. He is not related to any other Director and KMP of the Company	No inter-se relationship with other Directors or KMPs.	No inter-se relationship with other Directors or KMPs.

Board Meetings attended/ held from the date of appointment until date of postal ballot	One	One	Seven	Seven	N.A.
Skills and capabilities required for the role and the manner in which the director meets the requirements	N.A.	Please refer to the explanatory statement.	N.A.	N.A.	Please refer to the explanatory statement.

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

Item No. 1

In terms of the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on November 21, 2023 approved appointment of Shri Deepak Vishwanath Harlalka (DIN: 00170335) as an Additional Director (Non-Executive Director) of the Company with effect from November 21, 2023, liable to retire by rotation.

In terms of the applicable provisions of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has received from Shri Deepak Vishwanath Harlalka (i) consent to act as Director u/s 152(5) of the Act in prescribed format (Form DIR-2); (ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become a director including declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) notice under Section 160 of the Act proposing his candidature as Non-Executive and Non Independent Director of the Company; and all other necessary information/declarations.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, brief profile and other details of Shri Deepak Vishwanath Harlalka are provided in Annexure to this Notice.

Except Shri Deepak Vishwanath Harlalka and Shri Rajendra Kumar Rajgarhia and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at Item No. 1.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 1 of the Notice of the AGM for approval of the members.

Item No. 2

In terms of the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on November 21, 2023 approved appointment of Shri Manish Garg (DIN: 01324631) as an Additional Director (Independent Director) of the Company, not liable to retire by rotation, for a term five (5) consecutive years w.e.f. November 21, 2023 till November 20, 2028.

In terms of the applicable provisions of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has received from Shri Manish Garg (i) consent to act as Director u/s 152(5) of the Act in prescribed format (Form DIR-2); (ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become a director including declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence u/s 149(7) of the Act and Regulation 16 of Listing Regulations; (v) notice under Section 160 of the Act proposing his candidature as an Independent Director of the Company; and all other necessary information/declarations.

The Nomination and Remuneration Committee and the Board is of the opinion that Shri Manish Garg possess appropriate skills, acumen, integrity, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the Listing Regulations and that he is independent of the management and his association as an Independent Director will immensely benefit the Company.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members as per details mentioned in the Notes.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, brief profile and other details of Shri Manish Garg are provided in Annexure to this Notice.

Shri Manish Garg, being appointee, may be deemed to be concerned or interested in the resolution for his appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at Item No. 2.

The Board of Directors recommends the Special Resolution as set out at Item No. 2 of the Notice of the AGM for approval of the members.

Item No. 3

In terms of the provisions of the Companies Act, 2013 ('Act') and rules made thereunder, the shareholders of the Company at their 47th Annual General Meeting ('AGM') held on September 30, 2021 approved the re-appointment alongwith remuneration of Shri Rajendra Kumar Rajgarhia as Executive Director and Chairman of the Company for a further period of 3 (Three) years w.e.f. June 01, 2021 to May 31, 2024 and designated him as Whole time Director from August 06, 2021 to May 31, 2024. Thus, the current term of Shri Rajendra Kumar Rajgarhia as Whole time Director and Chairman of the Company is due to expire on May 31, 2024.

In terms of the applicable provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company received requisite declarations/disclosures from Shri Rajendra Kumar Rajgarhia i.e. (i) consent to act as Whole time Director and Chairman in prescribed format Form DIR-2; (ii) declaration in Form DIR-8 to effect that he is not disqualified to become a Director; (iii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) a notice under Section 160 of the Act proposing his candidature as Director of the Company; and all other necessary information/declarations.

On the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company at its meeting held on dated January 10, 2024 has approved the re-appointment of Shri Rajendra Kumar Rajgarhia as Whole time Director and Chairman of the Company for a further period of 3 years (Three Years) effective from June 01, 2024 to May 31, 2027, subject to the approval of the shareholders.

Justification for re-appointment pursuant to Section 196(3) of the Companies Act, 2013

Section 196(3) read with schedule V of the Companies Act, 2013, provides that a person, who has attained the age of 70 years, can be appointed as a Whole time Director, if approved by the members by passing a special resolution.

Keeping in view that Shri Rajendra Kumar Rajgarhia aged is 85 years. He is B.com graduate and

having around 43 years of work experience in the field of textile industry. He is associated with the Company since long. He is being appointed as a Director on the Board of the Company since 1974. During the term of his office, the Company has made a steady growth and strengthened its financial position. He has also been leading and guiding the operations of the Company, over a long period of time. Though he has attained the age of 85 years, he is at present in very good health and, in the opinion of the Board of Directors, he is in a position to discharge all his duties efficiently. Therefore, his re-appointment as Whole-time Director and Chairman will be in the interests of the Company.

Under the guidance and technical expertise of Shri Rajendra Kumar Rajgarhia, the Company has been recognized with the following awards:-

- National Energy Conservation Award, in appreciation of the achievements in Energy Conservation in Textiles Sector for the year – 2022 presented by Government of India, Ministry of Power at New Delhi.
- Rajasthan Energy Conservation Award (“THIRD PRIZE”), in appreciation of the achievements in Energy Conservation in Textiles Sector for the year – 2022 presented by Energy Minister, Government of Rajasthan at Jaipur.
- In appreciation of the achievements in Energy Conservation in the Textile Sector for the year 2013, the Govt. of India, Ministry of Power awarded the FIRST PRIZE under National Energy Conservation Award.
- In appreciation of the achievements in Energy Conservation in the Textile Sector for the year 2009-10 Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the Company.
- In appreciation of the achievements in Energy conservation in the Textile Sector for the year 2008-09, Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the Company.

Shri Rajendra Kumar Rajgarhia devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company. Shri Rajendra Kumar Rajgarhia has over 4 decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. In view of the substantial time and effort required to be spent by the Chairman in the affairs relating to the Company, the Board of Directors upon recommendation of Nomination and Remuneration Committee of the Board at their meeting held on January 10, 2024 have re-appointed Shri Rajendra Kumar Rajgarhia as Whole time Director and Chairman of the Company, subject to approval of shareholders.

In terms of Section 197 of the Act read with rules made thereunder, the remuneration payable to any one Whole time Director/Managing Director may exceed 5% of the net profits (calculated in accordance with Section 198 of the Act) of the Company by obtaining approval of shareholders’ by way of special resolution. However, remuneration in excess of 10% of net profits may be paid to the Managing Director and Whole-time Directors by obtaining shareholders’ approval by Special Resolution. Section 197 of the Act further provides that in case of no profits or inadequate profits, a company may pay remuneration to the Managing Director and Whole-time Director pursuant to Schedule V to the Act, subject to approval of the shareholders by Special Resolution which would be valid for a period of 3 years.

The remuneration and terms and conditions of re-appointment of Shri Rajendra Kumar Rajgarhia, as approved and recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company in pursuance to the Section 197 and Schedule V of the Companies Act, 2013 is as under:-

1. Basic Salary:- Rs. 7,50,000/- (Rupees Seven Lakhs and Fifty Thousand) per month w.e.f. June 01, 2024 with such increase as may be decided by the Board of Directors from time to time, but subject to maximum salary of Rs. 9,00,000/- (Rupees Nine Lakhs) per month.

2. Commission:- 2% of the net profit of the Company computed in the manner laid down in the Companies Act, 2013.

3. Perquisites and Allowances:- In addition, following perquisites and allowances shall be payable:-

(i) House Rent Allowance @ 60% of the Basic Salary per month.

(ii) Payment of expenditure on furnishing of residential house and expenses pertaining to supply of Gas, Electricity, Water and other utilities including repair will be borne / reimbursed by the Company.

(iii) Expenses pertaining to services of guard / watchmen, a gardener and a servant employed at his residence shall be borne / reimbursed by the Company.

(iv) Medical expenses actually incurred for self, wife and dependent subject to the condition that the total cost to the Company shall not exceed two month's salary per year or six month's salary in a period of 3 years.

(v) Reimbursement of actual traveling expenses for self and family for proceeding on leave once in a year to and from any place in India or outside India.

(vi) Reimbursement of membership fees in respect of Clubs will be subject to maximum of two Clubs.

(vii) Personal Accident / Mediclaim Insurance Premium subject to limit of Rs. 50,000/- per annum.

(viii) Free use of the Company's car with driver for official as well as for personal purposes.

(ix) Telephone at residence at Company's cost.

(x) Gratuity @ half month's basic salary for each completed year of services as per rules of the Company.

(xi) Leave and leave encashment as per rules of the Company.

4. Other Terms & Conditions:-

(i) No sitting fees will be paid to Shri Rajendra Kumar Rajgarhia for attending the meetings of Board of Directors or Committees thereof.

(ii) Shri Rajendra Kumar Rajgarhia shall be liable to retire by rotation.

(iii) Shri Rajendra Kumar Rajgarhia will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

(iv) Shri Rajendra Kumar Rajgarhia can resign from the services of the Company at any time by giving three months' notice. Similarly, his services can be terminated at any time by giving three months' notice.

(v) If at any time Shri Rajendra Kumar Rajgarhia ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Whole time Director and Chairman of the Company.

(vi) Shri Rajendra Kumar Rajgarhia shall be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

(vii) In the event of absence or inadequacy of profits in any financial year, Shri Rajendra Kumar Rajgarhia will be paid salary and perquisites subject to the limits / conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013.

The aggregate of the above salary, allowances, perquisite and other benefits as per Company policy shall not exceed Rs. 2.30 Crores per annum. For this purpose, the following shall not be included in the aggregate:-

- a. Contribution to Gratuity Fund
- b. Encashment of leaves at the end of tenure

The Board of Directors of the Company shall have the authority to alter, vary and enhance the remuneration of Whole time Director and Chairman from time to time, considering the performance of Whole time Director and Chairman, profitability of the Company and other relevant factors. If the Company has no profit or its profits are inadequate in any financial year during the period of appointment of Whole time Director and Chairman, remuneration stated above (including any revision in the remuneration as may be approved by the Board of Directors from time to time) shall be paid as minimum remuneration to Whole time Director and Chairman.

Memorandum setting out the terms and conditions of appointment including remuneration is available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of closure of Postal Ballot. Members who wish to inspect memorandum can send an email at the e-mail address: csapmindustriesltd@gmail.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of Postal Ballot.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, brief profile and other details of Shri Rajendra Kumar Rajgarhia are provided in Annexure to this Notice.

Except Shri Rajendra Kumar Rajgarhia and Shri Deepak Vishwanath Harlalka and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at Item No. 3.

The Board of Directors recommends the Special Resolution as set out at Item No. 3 of the Notice of the AGM for approval of the members.

Item No. 4

In terms of the provisions of the Companies Act, 2013 ('Act') and rules made thereunder, the shareholders of the Company at their 47th Annual General Meeting ('AGM') held on September 30, 2021 approved the re-appointment alongwith remuneration of Shri Hari Ram Sharma as Managing Director of the Company for a further period of 3 (Three) years w.e.f. June 01, 2021 to May 31, 2024. Thus, the current term of Shri Hari Ram Sharma as Managing Director of the Company is due to expire on May 31, 2024.

In terms of the applicable provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company received requisite declarations/disclosures from Shri Hari Ram Sharma i.e. (i) consent to act as Managing Director in prescribed format Form DIR-2; (ii) declaration in Form DIR-8 to effect that he is not disqualified to become a Director; (iii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) a notice under Section 160 of the Act proposing his candidature as Director of the Company; and all other necessary information/declarations.

On the recommendation of Nomination and Remuneration Committee of the Board, the Board of Directors of the Company at its meeting held on dated January 10, 2024 has approved the re-appointment of Shri Hari Ram Sharma as Managing Director of the Company for a further period of 3 years (Three Years) effective from June 01, 2024 to May 31, 2027, subject to the approval of the shareholders.

Justification for re-appointment pursuant to Section 196(3) of the Companies Act, 2013

Section 196(3) read with schedule V of the Companies Act, 2013, provides that a person, who has attained the age of 70 years, can be appointed as a Managing Director, if approved by the members by passing a special resolution.

Keeping in view that Shri Hari Ram Sharma aged is 72 years. He is B.Com graduate and having around 43 years of experience in the field of textile industries. He is associated with the Company since long. He has rich experience in various areas of operation of the business and specialized skills in innovation, product development etc. and therefore the Company requires his active involvement going forward. As Long Range Strategy Plan requires the involvement of Shri Hari Ram

Sharma on a Whole-time basis to continue to play a strategic leadership role and guide the management team of the Company and motivate them to realize the long term objectives. Therefore, his continued services are considered not only necessary but also is in the interest of the Company.

Under the guidance of Shri Hari Ram Sharma, the Company has been recognized with the following awards:-

- National Energy Conservation Award, in appreciation of the achievements in Energy Conservation in Textiles Sector for the year – 2022 presented by Government of India, Ministry of Power at New Delhi.
- Rajasthan Energy Conservation Award (“THIRD PRIZE”), in appreciation of the achievements in Energy Conservation in Textiles Sector for the year – 2022 presented by Energy Minister, Government of Rajasthan at Jaipur.
- In appreciation of the achievements in Energy Conservation in the Textile Sector for the year 2013, the Govt. of India, Ministry of Power awarded the FIRST PRIZE under National Energy Conservation Award.
- In appreciation of the achievements in Energy Conservation in the Textile Sector for the year 2009-10 Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the Company.
- In appreciation of the achievements in Energy conservation in the Textile Sector for the year 2008-09, Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the Company.

In terms of Section 197 of the Act read with rules made thereunder, the remuneration payable to any one Whole time Director/Managing Director may exceed 5% of the net profits (calculated in accordance with Section 198 of the Act) of the Company by obtaining approval of shareholders’ by way of special resolution. However, remuneration in excess of 10% of net profits may be paid to the Managing Director and Whole-time Directors by obtaining shareholders’ approval by Special Resolution. Section 197 of the Act further provides that in case of no profits or inadequate profits, a company may pay remuneration to the Managing Director and Whole-time Director pursuant to Schedule V to the Act, subject to approval of the shareholders by Special Resolution which would be valid for a period of 3 years.

The remuneration and terms and conditions of re-appointment of Shri Hari Ram Sharma, as approved and recommended by the Nomination & Remuneration Committee of the Board of Directors of the Company in pursuance to the Section 197 and Schedule V of the Companies Act, 2013 is as under:-

1. Basic Salary: Rs. 7,00,000/- (Rupees Seven Lakhs) per month w.e.f. June 01, 2024 with such increase as may be decided by the Board of Directors from time to time, but subject to maximum salary of Rs. 8,50,000/- (Rupees Eight Lakhs and Fifty Thousand) per month.

2. Bonus/ Ex gratia: Bonus / Ex gratia shall be paid, as payable to Senior Executives of the Company but not exceeding 20% of Basic Salary.

3. Perquisites and Allowances: In addition, following perquisites and allowances shall be payable:-

(i) Rent free furnished residential accommodation with free electricity the monetary value of which will be evaluated as per Rules 3 of the Income Tax Rules, 1962.

OR

In case own premises are occupied, then house rent allowance payable as per rules of the Company but not exceeding 60% of Basic Salary per month. The expenses on electricity will be borne by the Company.

(ii) Medical Benefits: The total cost of medical expenses / allowance to the Company shall not exceed one month salary per year or three month’s salary in a period of three years.

(iii) Leave and leave encashment as per rules of the Company.

(iv) Leave Travel Allowance/ Concession: For self and family once in a year shall not exceed one month salary per year.

(v) Reimbursement of membership fees in respect of Clubs will be subject to maximum of two Clubs.

(vi) Personal Accident / Mediclaim Insurance Premium subject to limit of Rs. 50,000/- per annum.

(vii) The Company's contribution towards Provident Fund as per rules of the Company.

(viii) Gratuity @ half month's basic salary for each completed year of services as per rules of the Company.

(ix) Free use of the Company's car with driver for official as well as for personal purposes.

(x) Telephone at residence at Company's cost.

4. Other Terms & Conditions:-

(i) No sitting fees will be paid to Shri Hari Ram Sharma for attending the meetings of Board of Directors or Committees thereof.

(ii) Shri Hari Ram Sharma shall be liable to retire by rotation.

(iii) Shri Hari Ram Sharma will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

(iv) Shri Hari Ram Sharma can resign from the services of the Company at any time by giving three months' notice. Similarly, his services can be terminated at any time by giving three months' notice.

(v) If at any time Shri Hari Ram Sharma ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Managing Director of the Company.

(vi) Shri Hari Ram Sharma shall be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

(vii) In the event of absence or inadequacy of profits in any financial year, Shri Hari Ram Sharma will be paid salary and perquisites subject to the limits / conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013.

The aggregate of the above salary, allowances, perquisite and other benefits as per Company policy shall not exceed Rs. 1.80 Crores per annum. For this purpose, the following shall not be included in the aggregate:-

- a. Contribution to Provident Fund
- b. Contribution to Gratuity Fund
- c. Encashment of leaves at the end of tenure

The Board of Directors of the Company shall have the authority to alter, vary and enhance the remuneration of Managing Director from time to time, considering the performance of Managing Director, profitability of the Company and other relevant factors. If the Company has no profit or its profits are inadequate in any financial year during the period of appointment of Managing Director, remuneration stated above (including any revision in the remuneration as may be approved by the Board of Directors from time to time) shall be paid as minimum remuneration to Managing Director.

Memorandum setting out the terms and conditions of appointment including remuneration is available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of closure of Postal Ballot. Members who wish to inspect memorandum can send an email at the e-mail address: csapminindustriesltd@gmail.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of Postal Ballot.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, brief profile and other details of Shri Hari Ram Sharma are provided in Annexure to this Notice.

Except Shri Hari Ram Sharma and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at Item No. 4.

The Board of Directors recommends the Special Resolution as set out at Item No. 4 of the Notice of the AGM for approval of the members.

Item No. 5

In terms of the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on January 10, 2024 approved appointment of Smt. Nirmala Bagri (DIN: 01081867) as an Additional Director (Independent Director) of the Company, not liable to retire by rotation, for a term five (5) consecutive years w.e.f. January 10, 2024 till January 09, 2029.

In terms of the applicable provisions of the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has received from Smt. Nirmala Bagri (i) consent to act as Director u/s 152(5) of the Act in prescribed format (Form DIR-2); (ii) Disclosure of interest u/s 184(1) of the Act (Form MBP-1); (iii) declaration u/s 164 of the Act (Form DIR- 8) to the effect that she is not disqualified to become a director including declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence u/s 149(7) of the Act and Regulation 16 of Listing Regulations; (v) notice under Section 160 of the Act proposing her candidature as an Independent Director of the Company; and all other necessary information/declarations.

The Nomination and Remuneration Committee and the Board is of the opinion that Smt. Nirmala Bagri possess appropriate skills, acumen, integrity, experience, expertise & knowledge and fulfils the conditions for appointment as an Independent Director as specified in the Act read with Rules made thereunder and the Listing Regulations and that she is independent of the management and her association as an Independent Director will immensely benefit the Company.

Copy of Appointment Letter setting out terms and conditions of her appointment is available for inspection by Members as per details mentioned in the Notes.

Pursuant to Regulation 36(3) of the Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, brief profile and other details of Smt. Nirmala Bagri are provided in Annexure to this Notice.

Smt. Nirmala Bagri, being appointee, may be deemed to be concerned or interested in the resolution for her appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at Item No. 5.

The Board of Directors recommends the Special Resolution as set out at Item No. 5 of the Notice of the AGM for approval of the members.

STATEMENT OF PARTICULARS
(PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013)
Remuneration of Whole time Director and Managing Director

I. GENERAL INFORMATION

S. No.	Particulars/Subject	Information (Shri Rajendra Kumar Rajgarhia, Whole time Director & Chairman and Shri Hari Ram Sharma, Managing Director)
1.	Nature of Industry	APM Industries Limited is a Company engaged in Textile Industry.

2.	Date or Expected date of commencement of commercial production.	Commercial operations commenced in the year 1980.															
3.	In case of new Companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects.	Not applicable															
4.	Financial performance based on given indicators	(Rs. In Lakhs)															
		<table border="1"> <thead> <tr> <th>Particulars</th> <th></th> <th>Financial Year 2022-23 (As per Audited Financial Statements)</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>:</td> <td>36,212</td> </tr> <tr> <td>Total Expenses</td> <td>:</td> <td>33,183</td> </tr> <tr> <td>Profit before Tax</td> <td>:</td> <td>3,029</td> </tr> <tr> <td>Profit after Tax</td> <td>:</td> <td>2,135</td> </tr> </tbody> </table>	Particulars		Financial Year 2022-23 (As per Audited Financial Statements)	Total Revenue	:	36,212	Total Expenses	:	33,183	Profit before Tax	:	3,029	Profit after Tax	:	2,135
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Total Expenses	:	33,183															
Profit before Tax	:	3,029															
Profit after Tax	:	2,135															
5.	Foreign Investments or collaborations, if any.	The Company has not made any foreign investments and neither entered into any foreign collaborations, except the shareholding by Non-Resident Indians (NRIs) in the Company. NRIs are investors in the Company on account of past issuance of securities/secondary market purchase of the shares of the Company.															

II. INFORMATION ABOUT THE APPOINTEE

S. No.	Information	Shri Rajendra Kumar Rajgarhia	Shri Hari Ram Sharma
1.	Background details	Shri Rajendra Kumar Rajgarhia aged 85 years, he is commerce graduated and overall having more than 60 years of work experience. He is also having around 43 years of work experience in the field textile industry. He is associated with the Company since long. He is being appointed as a Director on the Board of the Company since 1974. He is one of the Promoter and main contributor to the growth and development of the Company. During the term of his office, the Company has made a steady growth and strengthened its financial position. He has also been leading and guiding the operations of the Company, over a long period of time.	Shri Hari Ram Sharma aged 72 years, he is graduated and having around 50 years of work experience in Strategic planning for production and sales. He is also having around 43 years of experience in the field of textile industries. He is associated with the Company since long. He is being appointed as a Director on the Board of the Company in the year 1997. He has rich experience in various areas of operation of the business and specialized skills in innovation, product development etc. Shri Hari Ram Sharma has put in much effort to improve the business performance and devoted attention to the developmental activities of the Company.
2.	Past Remunerations	Shri Rajendra Kumar Rajgarhia was paid Rs. 160.92 Lakhs as annual remuneration for the financial year 2022-23.	Shri Hari Ram Sharma was paid Rs. 119.54 Lakhs as annual remuneration for the financial year 2022-23.
3.	Recognition or awards	Under the guidance and technical expertise of Shri Rajendra Kumar Rajgarhia and Shri Hari Ram Sharma, the Company has been recognized with the following awards:- - National Energy Conservation Award, in appreciation of the achievements in Energy Conservation in Textiles Sector for the year –	

		<p>2022 presented by Government of India, Ministry of Power at New Delhi.</p> <p>- Rajasthan Energy Conservation Award (“THIRD PRIZE”), in appreciation of the achievements in Energy Conservation in Textiles Sector for the year – 2022 presented by Energy Minister, Government of Rajasthan at Jaipur.</p> <p>- In appreciation of the achievements in Energy Conservation in the Textile Sector for the year 2013, the Govt. of India, Ministry of Power awarded the FIRST PRIZE under National Energy Conservation Award.</p> <p>- In appreciation of the achievements in Energy Conservation in the Textile Sector for the year 2009-10 Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the Company.</p> <p>- In appreciation of the achievements in Energy conservation in the Textile Sector for the year 2008-09, Govt. of Rajasthan, Department of Energy awarded the SECOND PRIZE to the company.</p>	
4.	Job Profile and his suitability	<p>Shri Rajendra Kumar Rajgarhia devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company.</p> <p>Shri Rajendra Kumar Rajgarhia has over 4 decades of invaluable experience in the line of the business of the Company which is compatible with the Organizational requirements and the Company would definitely benefit under his leadership and valuable guidance.</p>	<p>Shri Hari Ram Sharma plays an important role in successful management of Company’s operational, production and technical affairs.</p> <p>Shri Hari Ram Sharma is guiding force behind the success of the Company.</p>
5.	Remunerations proposed	Details of proposed remuneration as stated in Explanatory statement.	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	Keeping in view the profile and the position of Shri Rajendra Kumar Rajgarhia, Chairman and Whole time Director and Shri Hari Ram Sharma, Managing Director, their acumen, vast experience, positive attribute and significant contribution made by them, remuneration given by Companies of similar size and stature, the remuneration is fully justifiable and comparable to that prevailing in the industry.	
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	<p>As on date, Shri Rajendra Kumar Rajgarhia is holding 38,73,000 Equity Shares (17.92%) of the Company.</p> <p>Besides the remuneration proposed, shares mentioned above and CSR contribution in Ram Lal Rajgarhia Memorial Trust, Shri Rajendra Kumar does not have any pecuniary relationship with the Company.</p> <p>Further, he is not related to any managerial personnel or other Director of the Company except Shri Deepak Vishwanath Harlalka.</p>	<p>As on date, Shri Hari Ram Sharma is holding 1,045 Equity Shares (0%) of the Company.</p> <p>Besides the remuneration proposed, shares mentioned above and Sales in Arvind Syntex Private Limited, Shri Hari Ram Sharma does not have any pecuniary relationship with the Company.</p> <p>Further, he is not related to any managerial personnel or other Director of the Company.</p>

III. OTHER INFORMATION

S. No.	Information	
1.	Reasons for loss or inadequate profits	The Company has earned profits however, the Company proposes to obtain approval of Members as an abundant caution in case where in any financial year, during the currency of the tenure of Shri Rajendra Kumar Rajgarhia Whole time Director & Chairman and Shri Hari Ram Sharma as Managing Director, the Company has no profits or its profits are inadequate, then the remuneration being paid will subject to the limits and conditions prescribed under Section II of Part II of Schedule V of the Companies Act, 2013, as may be amended from time to time.
2.	Steps taken or proposed improvement.	The Company continuously modernize its Plant & Machinery for improvement in productivity and profitability.
3.	Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company expected to increase the productivity in current financial year.

IV. DISCLOSURES

Shri Rajendra Kumar Rajgarhia and Shri Hari ram Sharma have been re-appointed as Whole time Director & Chairman and Managing Director respectively effective from June 01, 2024. No severance fee is payable to Whole time Director & Chairman and Managing Director.

The disclosures prescribed under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided in Annexure to the Notice.

Except Shri Rajendra Kumar Rajgarhia and Shri Deepak Vishwanath Harlalka and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at Item No. 3.

Except Shri Hari Ram Sharma and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise) in the proposed resolution mentioned at Item No. 4.

The Boards of Directors recommends the resolutions set out at Item Nos. 3 and 4 of the Notice for approval of the members by way of Special Resolutions.

Registered Office:

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

By Order of the Board
For APM Industries Limited

Neha Goel
Company Secretary
M. No.: 48053

Place: New Delhi

Dated: January 10, 2024