

39th
A **NNUAL**
REPORT
2012-2013

APM INDUSTRIES LIMITED

APM INDUSTRIES LIMITED

BOARD OF DIRECTORS

R K RAJGARHIA
Chairman & Managing Director

R L TOSHNIWAL

K R GUPTA

S G RAJGARHIA

R R BAGRI

H R Sharma
Executive Director

AUDITORS

Chaturvedi & Co.

BANKERS

Punjab National Bank
State Bank of Bikaner & Jaipur

HEAD OFFICE

2-Brabourne Road
Kolkata - 700 001

CORPORATE OFFICE

910, Chiranjiv Tower,
43, Nehru Place
New Delhi - 110019

COMPANY SECRETARY

F C GOEL

REGISTERED OFFICE & WORKS

SP-147, RIICO Industrial Area
Bhiwadi, Dist. Alwar
(Rajasthan) - 301019

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APM INDUSTRIES LIMITED

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 39th Annual General Meeting of the Members of APM Industries Limited will be held on **Saturday**, the **13th** day of **July, 2013** at **11.30 A.M.**, at its Registered Office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2013, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare the final Dividend for the Financial Year ended March 31, 2013.
3. To appoint a Director in place of Shri R R Bagri, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Chaturvedi & Co., Chartered Accountants, who are eligible for re-appointment as Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:

“RESOLVED THAT subject to the provisions of Section 198, 269, 309 and Schedule - XIII and other applicable provisions of the Companies Act, 1956 approval of the members of the company be and is hereby accorded to the re-appointment of Shri R K Rajgarhia, as Chairman & Managing Director of the Company for a period of three (3) years w.e.f. June 1, 2013 upon the terms and conditions set out below:”.

- a) **Basic Salary:** Rs. 2,00,000 (Rupees Two lacs only) per month w.e.f. June 1, 2013 in the grade of Rs. 2,00,000 – Rs. 25,000 – Rs. 2,50,000.
- b) **Commission:** 2% on the net profit of the Company computed in the manner laid down in the Companies Act, 1956.
- c) **Perquisites & Allowances:** In addition, he shall be entitled to the following perquisites and allowances:
 - i) House Rent Allowance @ 60% of salary per month.
 - ii) Provision of furnishings 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 a 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 one month's salary per year or three 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 Insurance Premium subject to limit of Rs.5,000/- per annum.
 - viii) Free use of the Company's car with driver for company's work 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.
 - xi) Leave and leave encashment as per rules of the company.
- d) Minimum remuneration: In the event of loss or inadequacy of profit in any financial year during the tenure of Shri R K Rajgarhia as Chairman & Managing Director, he shall be entitled to receive and be paid the remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limits as specified under Part II, Section II of Schedule XIII of the Companies Act, 1956 for a period of three years from the date of appointment.

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar (Rajasthan)

New Delhi
May 7, 2013

By Order of the Board

F C GOEL
Company Secretary

APM INDUSTRIES LIMITED

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING.
2. Explanatory statement as required Under Section 173(2) of the Companies Act, 1956 in respect of Item No.5 is Annexed.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from **July 6, 2013 (Saturday)** to **July 13, 2013 (Saturday)** (both days inclusive) in connection with the payment of final Dividend for the Financial Year 2012 – 2013.
4. The payment of dividend, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after **July 17, 2013** as under:
 - a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end of the day on **July 5, 2013**.
 - b) To all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the company before the closing hours on **July 5, 2013**.
5. The amount of dividend remaining unpaid for the year 2005-06, 2006-07, 2010-11, 2011-12 and interim dividend 2012-13 transferred to the company's unpaid dividend account, can be claimed from the company by the members entitled to it for a period of seven years from the respective dates of such transfer after which it shall be transferred to the Investor Education and Protection Fund (IEPF) constituted Under Section 205 (C) of the Companies Act, 1956. The amount pertaining 2005-06 will be transferred to IEPF in October 23, 2013.
6. The company sub-divided the face value of equity shares from Rs.10 to Rs. 2 w.e.f. January 28, 2011. Members were advised through a circular dated January 29, 2011 to surrender their old share certificates for exchange with the new ones. Members who have not already exchanged their old certificates which anyway ceased to be valid from that date, may do so by sending the old certificates to the Registrar/Company.

The members are requested to get their shares dematerialized. The company's new ISIN Code INE170D01025 pursuant to change in face value.
7. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the following:
 - a) os.delhi@orientsyntex.com
 - b) admin@skylinerta.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

ITEM NO.5

Shri R K Rajgarhia was appointed as Chairman & Managing Director of the Company w.e.f. August 1, 2009 for a period of five years, which term will be expiring on August 1, 2014. The Board of Directors, at its meeting held on May 7, 2013, have decided to reappoint Shri R K Rajgarhia as Chairman & Managing Director of the Company for a further period of three years w.e.f. June 1, 2013, and to approve the remuneration payable, as recommended by Remuneration Committee, set out in the resolution, subject to the approval of shareholders in the ensuing Annual General Meeting.

Under Section 309 of the Companies Act, 1956, this appointment requires members' approval by way of an ordinary resolution. However, in terms of Schedule XIII to provide for minimum remuneration in the event of loss or inadequacy of profits in any financial year, a special resolution is required to be passed by the members approving payment of remuneration for a period of 3 years. The proposed special resolution combines both for appointment and payment of minimum remuneration.

The information required to be given as per paragraph 1(B) of Section II of Part II of Schedule XIII of the Companies Act, 1956 in the context of above appointment is given below:

i) GENERAL INFORMATION:

1. Nature of industry
The company's activities can be classified as manufacturing Synthetic Blended Yarn under the Textile Industry.
2. Date of commencement of commercial production
The commercial production commenced in January 15, 1981.
3. In case of new companies, expected date of commencement of activities – Not applicable
4. The financial performance for the year ended March 31, 2013

	(Rs. In lacs)
Net Revenue	29255
Net profit	2206
EPS (Rs.)	10.21
5. Export performance and net foreign exchange collaboration
The demand in the domestic market for the company's product is good with better margins. Therefore, the export turnover declined to Rs.159 lacs from Rs.1443 lacs in the previous year.
6. Foreign investments or collaborators, if any – Not applicable

ii) INFORMATION ABOUT THE APPOINTEE:

1. Background details
Shri R K Rajgarhia, aged 75 years, is a successful industrialist having over 54 years of experience in the field of textile industry. He is the promoter director of the company and holding post of Chairman & Managing Director. He is looking after overall activities of the company.
2. Past remuneration
The remuneration paid to him during the Financial Year 2012-13 is Rs. 66.65 lacs.
3. Recognition or awards
No such awards

APM INDUSTRIES LIMITED

4. Job profile and his suitability

Shri R K Rajgarhia is looking after the overall activities of the company and management. Considering his skill, your Board is of the opinion that the service of Shri R K Rajgarhia as Chairman and Managing Director is required to be availed for allround growth and development of the company.

5. Remuneration proposed

The remuneration proposed to be paid to Shri R K Rajgarhia is set out in the resolution.

6. Comparative remuneration profile with respect to industry.

No such data is available with the company. But the Board is of the view that the remuneration paid/to be paid by the company is totally in line with the performance made by the company under his dedicated services.

7. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any

Shri R K Rajgarhia's pecuniary relationship is limited to the remuneration receives in the capacity of Chairman & Managing Director.

He is related to Shri Ajay Rajgarhia, Vice President (Business Development) as father.

Details of the Director seeking reappointment in the forthcoming Annual General Meeting.

BRIEF RESUME OF DIRECTOR OFFERING FOR REAPPOINTMENT

Name of the Director	:	Shri R R Bagri
Date of Birth	:	01.04.1944
Date of appointment	:	24.01.2003
Qualification	:	B.E. (Civil & Mech.) and M.S. (San) from New York, USA.
Expertise in specific functional area	:	Shri R R Bagri is a qualified engineer. He is at present Managing Director of M/s Clear Water Limited and he has varied experience of more than 46 years.
List of other Directorship held	:	Clear Water Limited APM Industries Limited Kajaria Ceramics Limited Faridabad Papers Mills Limited Bagri Udyog Pvt. Limited
Chairman/member of the Committee of the Board of Directors of the Company	:	- Audit Committee – Member - Share holder/Investors Grievance Committee – Member - Remuneration Committee - Member
Chairman/member of the committee of Directors of other companies.	:	Kajaria Ceramics Limited - Remuneration Committee

iii) **OTHER INFORMATION:**

1. Reason of loss or inadequate profits

For the present the profit of the company are adequate to pay the remuneration as proposed. However, there could be events or external factors beyond the control of the company which would influence company's profitability. Hence it is necessary to provide for minimum remuneration to adequately compensate the Chairman & Managing Director in case of any such eventuality.

2. Steps taken or proposed to be taken for improvement

The profit of the company during the year is adequate and it is expected that the company will perform satisfactorily in the coming years.

3. Expected increase in productivity and profits in measurable terms

The production increased to 166 lac kg from 154 lac kg in 2011-12 up by 8% and the net revenue increased by 12% from Rs.259 crores to Rs.293 crores and achieved a 75% growth in net profit from Rs.12.60 crores to Rs.22.06 crores.

iv) **DISCLOSURES:**

The remuneration package is already explained in the foregoing paragraph. The report on Corporate Governance which forms part of this annual Report also gives various details related to remuneration and contact of service as required.

The appointment and the remuneration have been approved by the Remuneration Committee and the Board of Directors in their respective meetings held on 07.05.2013.

None of the Director's except Shri R K Rajgarhia and Shri S G Rajgarhia is interested or concerned in the said resolution.

The Board recommends the proposed resolution for your approval.

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar (Rajasthan)

New Delhi
May 7, 2013

By Order of the Board

F C GOEL
Company Secretary

APM INDUSTRIES LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the 39th Annual Report and Audited Accounts for the year ended on March 31, 2013.

FINANCIAL RESULTS

	(Rs. In lacs)	
	2012-13	2011-12
Gross Revenue	29255	25982
Profit before depreciation and tax	3768	2413
Less: Depreciation	468	462
- Profit before income tax	3300	1951
- Less: Income Tax	1094	691
- Net profit for the year	2206	1260
Add: Balance brought forward from the previous year	2602	2493
Amount available for appropriation	4808	3753
Appropriations:		
- Dividend		
- Interim Dividend	130	-
- Proposed Dividend	216	130
- Total Dividend	346	130
- Corporate Dividend Tax	56	21
- General reserve	1000	1000
- Balance carried forward to Balance Sheet	3406	2602
Total	4808	3753

OPERATIONS

During the year 2012-13, the production of Synthetic Blended Yarn, increased to 166 lac kg from 154 lac kg in 2011-12 up by 8% and the net revenue increased by 12% from Rs. 259 crores to Rs. 293 crores. Your company achieved a 75% growth in net profit from Rs.12.60 crores to Rs. 22.06 crores.

The earnings per share for the year 2012-13 is Rs.10.21 as compared to the previous year's Rs. 5.83.

EXPORTS

Your company's products had a good demand in the domestic market with better margins. Therefore, the export turnover declined to Rs. 159 lacs from Rs. 1443 lacs in the previous year. In the current year also the trend is expected to continue.

EXPANSION AND MODERNIZATION

The company continues to modernize its Plant and Machinery and add balancing equipment. This would enable the company to improve productivity and widen its product range and improve the quality of its products.

PROSPECTS

The company's performance in the current year is expected to be satisfactory.

DIVIDEND

Your Directors in its meeting held on November 12, 2012 had paid an interim dividend @ 30% i.e. Rs. 0.60 per equity share. The Board of Directors have now recommended a final dividend of 50% i.e. Rs. 1.00 per equity share of Rs. 2/- each, subject to the approval of the shareholders. The total dividend for financial year 2012-13 is 80% i.e. Rs. 1.60 per equity share.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

The prescribed details as required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, are annexed as **Annexure – I** to this Report.

PARTICULARS OF EMPLOYEES

Particulars of remuneration paid to the employees as required to be disclosed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 (as amended), are set out in **Annexure – II** attached hereto and form part of this Report.

DIRECTORS

Shri R R Bagri retires by rotation at the Annual General Meeting and being eligible, offers himself for re-appointment. A brief resume is given in the Notice to the Annual General Meeting. Your Directors recommend his re-appointment at the ensuing Annual General Meeting in the overall interest of the company.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of Section 217(2AA) of the Companies Act, 1956, your Directors confirm:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed and Notes to the Accounts are self explanatory.
2. That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
3. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That they have prepared the annual accounts on a going concern basis.

AUDIT COMMITTEE

The Audit Committee meets at due intervals to conduct the required business. At present the committee comprises of Shri K R Gupta (Chairman), Shri R R Bagri (Member) as independent Directors and Shri S G Rajgarhia (Member) as Non Executive Director.

The composition, role, functions and powers of the Audit Committee are in accordance with the applicable laws and the listing agreements with the Stock Exchange.

AUDITORS

M/s Chaturvedi & Co., Chartered Accountants, the auditors of the Company, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. A certificate under section 224(1B) of the Companies Act, 1956 confirming their eligibility has been obtained from them. Your Directors recommend that they be reappointed by the members at the 39th Annual General Meeting.

AUDITORS REPORT

The Auditors' Report read with notes to the financial statements is self-explanatory and does not call for any further explanations by the Board.

CORPORATE GOVERNANCE

A separate report on Corporate Governance and a certificate from the Auditors of the company regarding compliance of the conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges are annexed as **Annexure – III** to this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management discussion and analysis on the matters relating to the business performance, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in the Annual Report.

APPRECIATION

Your Directors gratefully acknowledge the whole hearted support given by the customers, suppliers, shareholders, employees, governments, financial institutions, banks, and we look forward to their continued cooperation and best wishes in our endeavour to steer your company towards greater heights.

For and on behalf of the Board

New Delhi
May 7, 2013

R K RAJGARHIA
Chairman & Managing Director

APM INDUSTRIES LIMITED

ANNEXURE – I TO DIRECTORS' REPORT

PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULE 1988.

A. CONSERVATION OF ENERGY

Energy Conservation Measures taken:

The Company has taken following Energy Conservation Measures to save the Energy.

1. Replacement of 18 Nos. old humidity plants' Return Air Fan 15 HP Motors by energy efficient motors.
2. Replacement of 28 Nos. old humidity plants' supply Air Fan 20 HP Motors by energy efficient Motors.
3. Replacement of 34 Nos. old (Metal) fans by energy efficient FRP fans in humidity plants.
4. Installation of stabilizer on lighting load.
5. Replacement of 10 Nos. old Mono Block Pump of 7.5 HP by energy efficient Mono Block Pump in Humidity Plant.

B. RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

Efforts made in R & D and Technology Absorption are given in Form 'B'.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO.

The activities relating to exports, initiatives taken to increase exports, development of new export market for products and services and export plans:

We have been continuously developing new varieties of yarn to meet the requirement of the export market so that, we can increase the export. However, the exports during the year were reduced, because of textile industry faced global recession.

The information in respect of Foreign Exchange earnings and outgo is contained in item (f) & (g) in Note No.33 annexed to the Balance Sheet.

FORM 'A' FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSUMPTION OF ENERGY

A	Unit	2012-13	2011-12
POWER AND FUEL CONSUMPTION			
1 Electricity			
Purchased unit	Unit in lacs	442.21	443.31
Total amount	Rs. In lacs	2348.09	2154.90
Rate	Rs./Unit	5.31	4.86
2 Own Generation			
a) Through Diesel Generator	Unit in lacs	3.82	2.88
Unit per Litre of Diesel	Unit	3.61	3.62
Cost	Rs./Unit	13.75	11.45
b) Through HFO Generator	Unit in lacs	7.28	7.08
Unit per Litre of Diesel/HFO	Unit	3.63	3.75
Cost	Rs./Unit	12.45	8.50
3 Coal (Grade B, C, D & E)/Petcock			
Quantity	MT	2197.93	2335.09
Total cost	Rs. in lacs	181.12	197.87
Average rate	Rs./MT	8240.40	8473.62
4 Diesel			
Quantity	Ltrs. In lacs	3.07	1.14
Total cost	Rs. In lacs	125.09	45.81
Average rate	Rs./Ltr.	40.81	40.13
5 Furnace Oil			
Quantity	Ltrs. In lacs	-	1.54
Total cost	Rs. In lacs	-	43.93
Average rate	Rs./Ltr.	-	28.45
B CONSUMPTION PER UNIT OF PRODUCTION*			
1 Electricity		273.00	294.00
2 Coal B, C, D & E Grade/Pet coke		13.21	15.14

* Production unit, per 100 kgs.

FORM 'B' RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION

A. Research & Development:

- **Specific areas in which R&D carried out by the Company:**

The Company has been giving special emphasis on development of new products and cost reduction. The Company has developed new products for exporters of fabrics, furnishings and Readymade garments, keeping in touch with latest trend of fabrics and readymade garment exports. The company has also developed new varieties of yarn for domestic markets.

- **Benefits derived as a result of R & D:**

Product improvement, cost reduction and improvement in customer satisfaction.

- **Future course of action:**

To develop new varieties and shades as per market requirements.

- **Expenditure on R&D:**

No specific expenditure exclusively on R&D has been incurred.

B. Technology Absorption, Adaptation and Innovation:

- **Efforts made:**

The indigenous technology available is continuously being upgraded.

- **Benefit derived:**

Improvement in the overall performance of the Company.

- **Particulars of imported technology:**

Not applicable

For and on behalf of the Board

New Delhi
May 7, 2013

R K RAJGARHIA
Chairman & Managing Director

APM INDUSTRIES LIMITED

ANNEXURE – II TO DIRECTORS’ REPORT

STATEMENT OF PARTICULARS UNDER SECTION 217 (2A) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PARTICULARS OF EMPLOYEES) RULES 1975 FORMING PART OF DIRECTORS’ REPORT FOR THE YEAR ENDED MARCH 31, 2013

A. Employed throughout the year and in receipt of remuneration in aggregate of not less than Rs. 60.00 lacs.

Name	Age	Remuneration (Rs.)	Designation/ Nature of duties	Qualification & experience (Years)	Date of commencement of employment	Last employment
R K Rajgarhia	75	66,65,312	Chairman & Managin Director, Overall management	B.Com 54 years	01.08.1994	Orient Steel & Industries Limited

B. Employed for part of the year and in receipt of remuneration of not less than Rs. 5.00 lacs per month - NIL.

NOTES

1. Remuneration as above includes salary, commission, allowances, monetary value of perquisites etc.
2. Shri R K Rajgarhia is related to Shri S G Rajgarhia, a Director of the company.
3. Employment is contractual.

ANNEXURE – III TO DIRECTORS’ REPORT

CORPORATE GOVERNANCE

1. Company’s philosophy on Code of Governance

The Company strongly believes in fair, efficient and transparent business operations, fairness to all stakeholders in the Company, proper disclosure of relevant financial and non-financial information and enhancing shareholder value on a continuing basis.

2. Board of Directors

As on March 31, 2013, the Board is comprised of 6 Members. The composition of the Board of Directors meets with the requirements of Listing Agreement. None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees across all the companies in which they are Directors.

During the year 2012 – 13 five Board meetings were held on 29.05.2012, 01.08.2012, 01.10.2012, 12.11.2012 and 05.02.2013.

The composition of the Board of Directors and the attendance at the Board meeting during the year are as under:

Sl. No.	Name of the Directors	Category of Directors	No. of Board Meetings		No. of Director Ships in other public companies	No. of other Board Committees of which Member/Chairman		Last AGM Attended
			Held	Attended		Member	Chairman	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
1	Shri R K Rajgarhia	Chairman & Managing Director	5	5	4	-	1	Yes
2	Shri R L Toshniwal	Non Executive & Independent	5	-	4	-	-	No
3	Shri K R Gupta	Non Executive & Independent	5	5	1	1	2	Yes
4	Shri S G Rajgarhia	Non Executive	5	5	5	-	-	Yes
5	Shri R R Bagri	Non Executive & Independent	5	5	3	-	-	Yes
6	Shri H R Sharma	Executive	5	4	-	-	-	Yes

The non-executive directors, except Shri S G Rajgarhia do not have any material pecuniary relationship with the company. Shri S G Rajgarhia’s pecuniary relationship to the company is limited to the extent of his shareholding in it and the sitting fees received by him. He may also be deemed to have some pecuniary interest with respect to transactions of sale and purchase of materials with the Companies in which he is a director, brief details of which are disclosed in the notes to the financial statements under the head “related party disclosures” under Point C of Note 30 annexed to the Balance Sheet.

Shareholding of non-executive directors in the company as on the date of report is:

Name of the Director	No. of shares	Percentage
Shri S G Rajgarhia	5,73,850	2.66

3. Audit Committee

The broad terms of reference of the Audit Committee are:-

- a) to review the unaudited financial results and the internal audit reports
- b) to suggest internal control measures after discussion with the internal auditors
- c) to oversee their implementation

APM INDUSTRIES LIMITED

- d) to review financial statements with the management
- e) to recommend appointment of auditors and
- f) other matters as provided in the clause 49 of the listing agreement

The scope and activities of the audit committee include the areas prescribed under clause 49 II (D) of the listing agreement with the Stock Exchanges. The audit committee has been granted powers as prescribed under the clause 49 II (C).

During the year 2012 – 13 four Audit Committee meetings were held on 29.05.2012, 01.08.2012, 12.11.2012 and 05.02.2013.

The constitution of the committee and the attendance of the members are as under:-

SI. No.	Name	Category	No. of Meetings	
			Held	Attended
1	Shri K R Gupta	Non Executive & Independent	4	4
2	Shri S G Rajgarhia	Non Executive	4	4
3	Shri R R Bagri	Non Executive & Independent	4	4

Shri K R Gupta is the Chairman of the Committee. The Company Secretary acts as the Secretary of the Committee. The meetings were also attended by the representatives of Statutory and Internal Auditors.

4. Remuneration Committee

The remuneration committee was comprising of Shri K R Gupta (Chairman), Shri R R Bagri and Shri R L Toshniwal, all being independent and non-executive directors.

The non-executive directors are paid sitting fees for the Board and Committee meetings attended by them. The non-executive directors are not paid remuneration in any other form.

The details of remuneration paid to Chairman & Managing Director and Executive Director during 2012 – 2013 are as under:-

SI. No.	Name of the Directors	Remuneration paid (Rs.)
1	Shri R K Rajgarhia	66,36,512
2	Shri H R Sharma	27,02,628

The details of sitting fee paid to the other Directors during 2012 – 2013 are as under:-

SI. No.	Name of the Directors	Sitting Fee	Total
1	Shri K R Gupta	95,000	95,000
2	Shri S G Rajgarhia	80,000	80,000
3	Shri R R Bagri	95,000	95,000

5. Shareholders/Investors Grievance Committee

The Shareholders/Investors Grievance Committee of Directors is headed by Shri K R Gupta, Non-Executive & Independent Director. The other members of the Committee are Shri R R Bagri and Shri H R Sharma.

Name, designation and address of Compliance Officer:

Shri V K Singhal
 Dy. Company Secretary
 APM Industries Limited
 910 – Chiranjiv Tower
 43 – Nehru Place
 New Delhi – 110 019
 Ph No. 011-26441022
 Fax No.011-26441018

10 Shareholders' complaints were received during the year 2012 – 2013 and all of them have been resolved.

There were no pending share transfers as on 31.03.2013.

6. General Body Meeting's

Location and time, where last three Annual General Meetings were held and particulars of special resolution, if any are as under.

Year	Location	Date	Time
2012	SP-147 RIICO Industrial Area,	15.09.2012	11.30 A.M.
2011	Bhiwadi	10.09.2011	11.30 A.M.
2010	Dist. Alwar (Rajasthan)	25.09.2010	11.30 A.M.

No resolutions have been put through postal ballot so far. Similarly, there are no resolutions, which are required to be put through postal ballot at this Annual General Meeting.

APM INDUSTRIES LIMITED

G. Distribution of shareholding as on 31st March, 2013

Range		Shareholders		Shares	
No. of shares		Number	% to Total Holders	Number	% to Total Capital
Upto	500	9076	85.53	1997141	9.24
501	1000	760	7.16	645016	2.98
1001	2000	318	3.00	498715	2.31
2001	3000	185	1.74	470325	2.18
3001	4000	63	0.59	229325	1.06
4001	5000	70	0.66	341058	1.58
5001	10000	53	0.50	390981	1.81
10001	And above	86	0.82	17038799	78.84
Total		10611	100.00	21611360	100.00

H. Share Transfer System

Share transfers in physical form are registered by the Registrars and returned to the respective transferees within a period ranging from two to three weeks, provided the documents lodged with the Registrars/Company are complete in all respects.

I. Dematerialization of shares

The Company has arrangements with both National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

J. Share Dematerialized record

The following data indicates the extent of dematerialization of Company's shares as on 31st March, 2013.

No. of shares dematerialized	19617524	90.77% of the total share capital
No. of shareholders in D-mat Form	3442	32.44% of the total No. of shareholders

K. Market Share Price Data (Rs.)

Month		Bombay Stock Exchange Limited	
		High	Low
April	2012	12.44	9.60
May	2012	11.50	9.50
June	2012	11.21	9.67
July	2012	11.90	9.70
August	2012	12.64	10.30
September	2012	16.69	11.30
October	2012	17.50	14.20
November	2012	18.90	16.10
December	2012	18.75	17.25
January	2013	20.40	18.10
February	2013	23.75	17.55
March	2013	19.95	15.15

L. Registered Office and Plant Location of the Company

APM Industries Limited
 SP-147 RIICO Industrial Area
 Bhiwadi
 Dist. Alwar (Rajasthan) – 301 019
 Tel. : 01493 – 220433/09694090890
 Fax : 01493 – 220228
 Email : os.bhiwadi@orient syntex.com

M. Investors Correspondence

Shareholders can make correspondence at the following addresses both for Demat and Physical transfer work and other grievances, if any:

1. Corporate office

APM Industries Limited
 910 – Chiranjiv Tower
 43 – Nehru Place
 New Delhi – 110 019
 Tel : 011 – 26441015 – 17
 Fax : 011 – 26441018
 E-mail: os.delhi@orient syntex.com

2. Registrars and Share Transfer Agent

M/s Skyline Financial Services Pvt. Ltd.,
 D-153/A, 1st Floor
 Okhla Industrial Area Phase -1
 New Delhi – 110 020
 Tel : 011 – 26812682/83/84
 E-mail : admin@skylinerta.com

APM INDUSTRIES LIMITED

AUDITORS' CERTIFICATE

To
The Shareholders of
APM Industries Limited

We have examined the compliance of conditions of Corporate Governance by APM Industries Limited for the year ended March 31, 2013, as stipulated in clause 49 of the listing agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned listing agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

Chaturvedi & Co.
Chartered Accountants

(Pankaj Chaturvedi)
Partner
Membership No. 91239

New Delhi
May 7, 2013

MANAGEMENT DISCUSSION AND ANALYSIS

Introduction

Management Discussion and Analysis mainly comprises the statements which, inter alia involve predictions based on perceptions and may, therefore, be prove to risks and uncertainties. It is the sum total of the Company's expectations, beliefs, estimates and projections which may be forward looking within the meaning of applicable securities, laws and regulations. The actual results could differ materially from those expressed herein specifically or impliedly.

a) Core Business and products

The core business of the Company is manufacturing and marketing of Synthetic Blended Yarn.

b) Industry structure and its development

The Indian textile industry was stagnant before the introduction of TUFs by the Government of India. A large number of textile manufacturers in India have expanded their production capacity due to Technology Upgradation Fund Scheme (TUFs), which allows for an interest subsidy.

The textile industry holds a very significant position in the Indian Industry and is the 2nd largest employment generating industry in the country. Therefore, the Government is continuously extending support for growth of this segment.

c) Overview of the company's performance

During the year 2012-13, the production of Synthetic Blended Yarn, increased to 166 lac kg from 154 lac kg in 2011-12 up by 8% and the net revenue increased by 12% from Rs. 259 crores to Rs. 293 crores. Your company achieved a 75% growth in net profit from Rs. 12.60 crores to Rs.22.06 crores. The earnings per share for the year 2012-13 is Rs. 10.21 as compared to the previous year's Rs. 5.83.

d) Opportunities, threats/risks and concerns

The demand for Indian fabric in the domestic and international market is an opportunity for us.

The fall in yarn prices and sluggish demand is a threat to the industry.

Non-availability of trained manpower is a matter of concern.

e) Segment-wise performance

The Company has only one line of business, namely, manufacturing of synthetic blended yarn. The Company has no activity outside India except export of yarn manufactured in India; therefore, there is no geographical segment and no segment wise information is required.

f) Outlook

The company continues to modernize its Plant and Machinery and add balancing equipment. This would enable the company to improve productivity and widen its product range and improve the quality of its products.

The company's performance in the current year is expected to be satisfactory.

g) Internal control system

The company has a professional internal control system, which provides adequate safeguards and effective monitoring of transactions. The company has a strong internal audit system and independent Internal Auditor. The Internal Auditor reports to the Chairman & Managing Director and the Audit Committee of the Board. Personnel of the Internal Auditor conduct periodical audits in all the areas to ensure that the company's control mechanism is properly followed and all statutory requirements are duly complied with.

h) Discussion on financial performance with respect to operating performance

The operating performance of the Company has been discussed in Directors Report under the head Financial Results, Operations and Prospects. The profit before tax for the year 2012-13 was at Rs. 33.00 crores, works out to 11.28% of sales as against Rs. 19.51 crores in the year 2011-12.

i) Developments in human resources and industrial relations

The company treat its human resources the most important assets and believes in its contribution to the all round growth of the company. Your Company's progress is a reflection and outcome of the human resources it has. Your company has fostered a culture of ownership, accountability and self evaluation that encourages employees to continuously improve on their efficiency. The industrial relations remained cordial thought the year.

j) Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's expectations or predictions may be "forward looking" within the meaning of applicable laws or regulations. Actual results may differ materially from those expressed or implied.

For and on behalf of the Board

New Delhi
May 7, 2013

R K RAJGARHIA
Chairman & Managing Director

INDEPENDENT AUDITORS' REPORT

To the Members of

APM INDUSTRIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **APM INDUSTRIES LIMITED (The Company)**, which comprise the Balance sheet as at March 31, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

- i. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013.
- ii. in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 (the Order), as amended, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act.

For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No.302137E

PANKAJ CHATURVEDI
Partner
Membership No. 091239

New Delhi
May 7, 2013

ANNEXURE REFERRED TO IN PARAGRAPH REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. A major portion of the fixed assets has been physically verified by the management during the year pursuant to a programme for physical verification of fixed assets, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c. Fixed assets disposed off during the year were not substantial and therefore do not affect the going concern status of the Company.
- ii. a. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and the same have been properly dealt with in the books of account.
- iii. a. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of the clause (iii) (b), (iii) (c) and (iii) (d) Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- b. The Company has taken unsecured loan from one director and one company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 71,042,093 and year end balance was Rs. 17,924,790.
- c. In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions on which loans have been taken are not prima facie prejudicial to the interest of the Company.

- d. The Company is regular in repaying the principal amount and interest thereon, as stipulated.
- iv. In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have neither observed nor have been informed of any continuing failure to correct major weaknesses in internal control system of the Company.
- v. a. In our opinion, and according to the information and explanations given to us, the particulars of contracts or arrangements that needs to be entered in the Register maintained under section 301 of the Act have been so entered.
- b. In our opinion according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits under the provisions of Sections 58A, 58AA and other relevant provisions of the Companies Act, 1956 and the rules framed there under. No order against the Company has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209 (1)(d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed cost records have been maintained. However, we are neither required to nor have we carried out any detailed examination of such accounts and records.
- ix. a. According to the information and explanations given to us, the Company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and any other statutory dues applicable to it.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, custom duty and excise duty were in arrears as at March 31, 2013 for a period of more than six months from the date they became payable.
- c. According to information and explanations given to us, there are no dues of income-tax, sales tax, wealth tax, service tax, customs duty and excise duty which have not been deposited on account of any dispute excepting those mentioned hereunder.

S. No	Name of the Statute	Nature of Dues	Amount in Rs.	Period to which amount relates	Forum where dispute is pending
1.	Entry Tax, Rajasthan	Entry Tax	7,229,678	2011-12 & 2012-13	Rajasthan High Court
2.	Sales Tax, Rajasthan	Sales Tax	2,550,809	1999-2000 & 2002-03	Rajasthan High Court
3.	Entry Tax, Rajasthan	Entry Tax	1,203,369	2005-06	Rajasthan Tax Board
4.	Cenvat Credit Rules, 2004	Excise Duty	402,730	2011-12	Asstt. Commissioner

- x. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses in the financial year covered by our audit and in the immediately preceding financial year.
- xi. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution or bank. The Company has not issued any debentures.
- xii. In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi /mutual benefit fund/ society. Accordingly, the provisions of clause 4 (xiii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- xiv. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- xv. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi. In our opinion, and according to the information and explanations given to us, term loans have been applied for the purposes for which they were raised.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on a short-term basis have been used for long-term investment.
- xviii. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year. Accordingly, the provisions of clause 4 (xviii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- xix. The Company has not issued any debentures during the year.
- xx. The Company has not raised any money by public issues during the year. Accordingly, the provisions of clause 4 (xx) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- xxi. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No.302137E

New Delhi
May 7, 2013

PANKAJ CHATURVEDI
Partner
Membership No. 091239

APM INDUSTRIES LIMITED

BALANCE SHEET

AS AT MARCH 31, 2013

PARTICULARS	Note No.	As At March 31, 2013 (Rs.)	As At March 31, 2012 (Rs.)
I EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	1	43,222,720	43,222,720
(b) Reserves and Surplus	2	1,484,467,653	1,314,062,289
2 Non-Current Liabilities			
(a) Long Term Borrowings	3	109,797,824	166,049,251
(b) Deferred Tax Liabilities (Net)	4	75,976,000	77,570,000
(c) Long Term Provisions	5	-	2,785,975
3 Current Liabilities			
(a) Short Term Borrowings	6	155,382,506	179,411,525
(b) Trade Payables	7	25,569,572	14,262,513
(c) Other Current Liabilities	8	178,728,261	135,973,812
(d) Short Term Provisions	9	48,750,730	26,524,016
Total		2,121,895,266	1,959,862,101
II. ASSETS			
Non-Current Assets			
1 (a) Fixed Assets			
(i) Tangible Assets	10	1,197,558,762	1,235,050,010
(ii) Intangible Assets		4,659,227	4,779,648
(iii) Capital Work in Progress		2,139,048	-
(b) Non-Current Investments	11	80,774,026	18,991,416
(c) Long Term Loans and Advances	12	18,478,155	33,904,095
2 Current Assets			
(a) Inventories	13	334,500,123	375,492,116
(b) Trade Receivables	14	252,458,539	231,952,833
(c) Cash and Bank Balances	15	3,910,062	5,972,673
(d) Short Term Loans and Advances	16	221,308,742	44,425,822
(e) Other Current Assets	17	6,108,582	9,293,488
Total		2,121,895,266	1,959,862,101
Significant Accounting Policies and Notes to the Financial Statements			
	1 to 35		

As per our report of even date attached

For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No. 302137E

For and on behalf of the Board

(PANKAJ CHATURVEDI)
Partner
Membership No. 091239

F C GOEL
Company Secretary

H R SHARMA
Executive Director

K R GUPTA
Director

R K RAJGARHIA
Chairman & Managing Director

Place : New Delhi
Date : May 7, 2013

APM INDUSTRIES LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2013

Statement of Profit & Loss

PARTICULARS	Note No.	For the Year Ended March 31, 2013 (Rs.)	For the Year Ended March 31, 2012 (Rs.)
INCOME			
I Revenue from Operations (Gross)		2,921,044,144	2,610,109,771
Less: Excise Duty		(9,742,434)	(21,573,005)
Revenue from Operations (Net)	18	2,911,301,710	2,588,536,766
II Other Income	19	14,154,404	9,709,120
III Total Revenue (I + II)		<u>2,925,456,114</u>	<u>2,598,245,886</u>
IV Expenses:			
Cost of Materials Consumed	20	1,760,263,821	1,710,815,673
Changes in Inventories of Finished Goods and Work-in-Progress	21	45,212,945	(60,505,262)
Employee Benefits Expenses	22	264,016,103	230,866,538
Finance Costs	23	31,983,881	51,414,417
Depreciation and Amortization Expense	24	46,852,849	46,170,662
Other Expenses	25	447,149,028	424,350,810
Total Expenses		<u>2,595,478,627</u>	<u>2,403,112,838</u>
V Profit before Exceptional and Extraordinary Items and Tax (III-IV)		329,977,487	195,133,048
VI Exceptional Items		-	-
VII Profit before Extraordinary Items and Tax (V-VI)		329,977,487	195,133,048
VIII Extraordinary Item		-	-
IX Profit before tax (VII-VIII)		<u>329,977,487</u>	<u>195,133,048</u>
X Tax Expense			
Current Tax		111,660,628	63,060,035
Deferred Tax		(1,594,000)	6,019,000
Tax Related to Earlier Years		(673,622)	-
XI Profit for the year (IX-X)		<u>220,584,481</u>	<u>126,054,013</u>
Earning per equity share: Basic and Diluted		10.21	5.83
Significant Accounting Policies, and Notes to the Financial Statements	1 to 35		

As per our report of even date attached

For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No. 302137E

For and on behalf of the Board

(PANKAJ CHATURVEDI)
Partner
Membership No. 091239

F C GOEL
Company Secretary

H R SHARMA
Executive Director

K R GUPTA
Director

R K RAJGARHIA
Chairman & Managing Director

Place : New Delhi
Date : May 7, 2013

APM INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

	Year Ended March 31, 2013 Rupes	Year Ended March 31, 2012 Rupes
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit for the year before Taxation	329,977,487	195,133,048
Adjustments for		
Depreciation and amortisation	46,852,849	46,170,662
Excess Provision Written Back	(260,487)	(1,155,033)
Profit on Sale of Fixed Assets	(1,928,528)	(3,529,744)
Provision for doubtful debtors	1,683,200	502,600
Interest & Finance Charges	31,983,881	51,414,417
Interest Income	(10,914,739)	(420,316)
Dividend Income	(177,143)	(113,532)
Operating profit before working capital changes	397,216,520	288,002,102
Changes in assets and liabilities		
(Increase)/Decrease in Inventories	40,991,993	47,567,175
(Increase)/Decrease in Sundry Debtors	(22,188,906)	82,143,023
(Increase)/Decrease in Loans and Advances	(158,350,144)	64,468,149
Increase/(Decrease) in Current Liabilities	57,120,249	(47,881,553)
Cash generated from operations activities	314,789,712	434,298,896
Taxes Paid	104,449,780	54,579,680
Net cash provided by operating activities	210,339,933	379,719,216
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(22,630,889)	(41,552,728)
Sale of Fixed Assets	3,338,325	5,286,048
Purchase of investments	(61,782,610)	(1,394,000)
Dividend received	177,143	113,532
Interest Received	10,842,178	2,550,095
Net cash used in investing activities	(70,055,853)	(34,997,053)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase/(decrease) in Term borrowings	(57,179,532)	(53,493,062)
Increase/(decrease) in Working Capital and other borrowings	(24,029,019)	(225,385,678)
Dividend and Corporate Dividend Tax Paid	(28,392,372)	(15,130,506)
Interest and finance charges paid	(32,745,767)	(51,699,604)
Net cash provided by financing activities	(142,346,690)	(345,708,850)
NET (DECREASE)/ INCREASE IN CASH AND CASH EQUIVALENTS DURING THE YEAR	(2,062,610)	(986,687)
Cash and cash equivalents at the beginning of the year	5,972,673	6,959,360
Cash and cash equivalents at the end of the year	3,910,063	5,972,673
Notes		
1. The cash flow statement has been prepared under the indirect method as set out in the Accounting Standard 3 on Cash Flow Statement notified in the Companies (Accounting Standards) Rules, 2006.		
2. Figures in brackets indicate cash outflow.		
3. Previous year figures have been regrouped and recast wherever necessary to conform to current year classification.		
4. Cash & Cash Equivalents include:		
Cash in Hand	243,814	379,543
Cheques in Hand		
Balances with Scheduled Banks		
- In Current Accounts	1,004,410	1,291,742
- In Fixed Deposits	662,101	4,050,000
- In Unclaimed Dividend Account	1,999,738	251,388
	3,910,062	5,972,673

As per our report of even date attached

For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No. 302137E

For and on behalf of the Board

(PANKAJ CHATURVEDI)
Partner
Membership No. 091239

F C GOEL
Company Secretary

H R SHARMA
Executive Director

K R GUPTA
Director

R K RAJGARHIA
Chairman & Managing Director

Place : New Delhi
Date : May 7, 2013

APM INDUSTRIES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE NO.	As At March 31, 2013 (Rs.)	As At March 31, 2012 (Rs.)
1 SHARE CAPITAL		
Authorised		
35,000,000 (Previous Year 35,000,000) Equity Shares of Rs. 2/- each	<u>70,000,000</u>	<u>70,000,000</u>
300,000 (Previous year 300,000) Redeemable Preference Shares of Rs. 100/- each	<u>30,000,000</u>	<u>30,000,000</u>
Issued		
22,217,080 (Previous Year 22,217,080) Equity Shares of Rs. 2/- each	44,434,160	44,434,160
Subscribed and Paid up		
21,611,360 (Previous Year 21,611,360) Equity Shares of Rs. 2/- each (fully paid up)	43,222,720	43,222,720
Total	<u>43,222,720</u>	<u>43,222,720</u>
a) The reconciliation of number of shares outstanding is set out below:		
Number of Equity Shares at the beginning	21,611,360	21,611,360
Add: Number of Shares Issued	-	-
Number of Equity Shares at the end	<u>21,611,360</u>	<u>21,611,360</u>
b) Details of Shareholders holding more than 5 percent Shares :		
Name	As at March 31,2013	As at March 31, 2012
	Percentage Held	Percentage Held
	Number of Shares	Number of Shares
Equity		
Rajendra Kumar Rajgarhia	17.81	3,850,000
Faridabad Paper Mills Limited	13.74	2,970,000
Ajay Rajgarhia	10.41	2,250,000
Prabha Rajgarhia	7.40	1,600,000
Rajgarhia Leasing and Financial Services Pvt.Ltd.	5.23	1,130,000
	<u>54.59</u>	<u>49.35</u>
c) Rights to the Share Holders		
The Company has only one class of equity shares having a face value of Rs. 2 per share and each holder of equity shares is entitled to one vote per share. All equity Share holders are having right to get dividend in proportion to paid up value of the each equity share, as and when declared.		
2 RESERVES & SURPLUS		
Capital Reserve	31,000	31,000
Balance at the beginning and end of the year		
General Reserve	350,000,000	250,000,000
Add: Transferred from Surplus	<u>100,000,000</u>	<u>100,000,000</u>
Closing Balance	<u>450,000,000</u>	<u>350,000,000</u>
Revaluation Reserve (Refer note 10.1)		
Balance at the beginning of the Year	679,421,708	689,413,204
Less: Transferred to statement of profit and loss	<u>9,991,496</u>	<u>9,991,496</u>
Closing Balance	<u>669,430,212</u>	<u>679,421,708</u>
Securities Premium Reserve		
Balance at the beginning and end of the year	24,311,925	24,311,925
Surplus		
Balance at the beginning of the year	260,297,656	249,314,001
Add: Transferred from Statement of Profit and Loss	<u>220,584,481</u>	<u>126,054,013</u>
	<u>480,882,137</u>	<u>375,368,014</u>
Less : Appropriations		
Transferred to General Reserve	100,000,000	100,000,000
Proposed Dividend (Refer Note 2.1)	34,578,176	12,966,816
Corporate Tax on Dividend (Refer Note 2.1)	5,609,445	2,103,542
Total	<u>140,187,621</u>	<u>115,070,358</u>
Balance at the end of the year	<u>340,694,516</u>	<u>260,297,656</u>
Total	<u>1,484,467,653</u>	<u>1,314,062,289</u>

2.1 The Company had declared interim dividend @ 60 paise per share in its Board Meeting held on 12.11.2012 and paid on 16.11.2012. Interim dividend is subject to the approval of share holders.

APM INDUSTRIES LIMITED

NOTE NO.	As At March 31, 2013 (Rs.)	As At March 31, 2012 (Rs.)
3 LONG TERM BORROWINGS		
Secured		
From Banks	109,797,824	165,861,279
From Others	-	187,972
Total	<u>109,797,824</u>	<u>166,049,251</u>
3.1 Nature of Security		
a. Following Term Loans are secured by joint mortgage by deposit of title deeds of the Company's immovable properties situated at Bhiwadi and charge on all immovable and movable assets, both present and future subject to prior charge created on specified movable assets in favour of Company's bankers ranking pari-passu for working capital facilities:		
Loan From	Terms of Repayment	
i. Industrial Development Bank of India (Rs. 560 Lacs) Term Loans from Banks amounting to Rs. 37,634,433 (March 31,2012 Rs. 39,976,840)	Repayable in 32 quartely instalments from October 2011 along with interest at the rate of 13.25% p.a.	
ii. Industrial Development Bank of India (Rs. 865 Lacs) Term Loans from Banks amounting to Rs. 10,900,000 (March 31,2012 Rs. 21,700,000)	Repayable in 32 quartely instalments from April 2006 along with interest at the rate of 11% p.a.	
iii. Punjab National Bank (Rs. 790 Lacs) Term Loans from Banks amounting to Rs. 9,918,022 (March 31,2012 Rs. 19,913,056)	Repayable in 32 quartely instalments from June 2006 along with interest at the rate of 13.25% p.a.	
iv. Punjab National Bank (Rs. 330 Lacs) Term Loans from Banks amounting to Rs. 4,179,216 (March 31,2012 Rs. 8,354,380)	Repayable in 32 quartely instalments from June 2006 along with interest at the rate of 13.25% p.a.	
v. Punjab National Bank (Rs. 163 Lacs) Term Loans from Banks amounting to Rs. 16,224,957 (March 31,2012 Rs. 16,231,835)	Repayable in 20 quartely instalments from June 2014 along with interest at the rate of 13.00% p.a.	
vi. Punjab National Bank (Rs. 42 Lacs) Term Loans from Banks amounting to Rs. Nil (March 31,2012 Rs. 949,960)	Repaid during the year.	
vii. State Bank of Bikaner & Jaipur (Rs. 1710 Lacs) Term Loans from Banks amounting to Rs. 77,135,894 (March 31,2012 Rs. 100,973,422)	Repayable in 32 quartely instalments from July 2008 along with interest at the rate of 12.90% p.a.	
viii. State Bank of Bikaner & Jaipur (Rs. 230 Lacs) Term Loans from Banks amounting to Rs. 9,984,237 (March 31,2012 Rs. 13,304,468)	Repayable in 32 quartely instalments from May 2009 along with interest at the rate of 13.65% p.a.	
b. Vehicle loans from Banks amounting to Rs. 477,768 (March 31,2012 Rs. 2,487,409) are secured by hypothecation/ Lien of the respective vehicles.	Repayable in 36 equalised monthly instalments	
c. Vehicle loans from Others amounting to Rs. 28,374 (March 31,2012 Rs. 232,273) are secured by hypothecation/ Lien of the respective vehicles.	Repayable in 35 monthly instalments	
3.2 Secured long term loans aggregating Rs. 165,976,759 (March 31, 2012 Rs. 221,403,961) are guaranteed by the Chairman and Managing Director.		
3.3 The Long Term borrowing shown above is net of Rs. 56,685,077 (March 31, 2012 Rs. 57,613,182) current maturities, which is shown under Note no. 8		
4 DEFERRED TAX LIABILITIES (NET)		
Deferred Tax Liabilities		
Depreciation	83,803,614	83,182,558
Deferred Tax Assets		
On Timing differences	7,827,614	5,612,558
Total	<u>75,976,000</u>	<u>77,570,000</u>
Deferred Tax Assets and Deferred Tax liabilities have been offset as they relates to the same governing taxation laws i.e. The Income Tax Act,1961		

APM INDUSTRIES LIMITED

NOTE NO.	As At March 31, 2013 (Rs.)	As At March 31, 2012 (Rs.)
5 LONG TERM PROVISIONS		
Provision for Employment Benefits (Refer note 31)		
For Gratuity	-	2,785,975
For Leave Encashment	-	-
	-	2,785,975
6 SHORT TERM BORROWINGS		
Secured :		
Working Capital Loans from banks (Refer Note 6.1)	136,457,716	153,260,785
Unsecured		
Loans Repayable on Demand		
From Directors	12,275,000	13,875,000
From Other Parties	6,649,790	12,275,740
	18,924,790	26,150,740
Total	155,382,506	179,411,525
6.1 Note :		
Working capital loans are secured by hypothecation of inventories, book debts, receivables and other movable assets and also by second charge on Company's immovable properties situated at Bhiwadi ranking pari-passu between the Banks/ Financial Institutions and guaranteed by Chairman & Managing Director of the Company.		
7 TRADE PAYABLES		
Dues to Micro, Small and Medium Enterprises (Refer Note 28)	128,468	391,023
Other Sundry Creditors	25,441,104	13,871,490
Total	25,569,572	14,262,513
8 OTHER CURRENT LIABILITIES		
Current Maturities of long Term Debts		
From Banks (Refer Note 3.3)	56,656,703	57,568,881
From Others	28,374	44,301
Interest accrued but not due	295,644	1,057,530
Advance from Customer	1,778,288	3,569,270
Unpaid Dividend (Refer note 8.1)	1,999,737	251,393
Other Payables		
- Accrued salaries and benefits	31,740,818	23,131,267
- Statutory Dues Including Provident Fund and Tax Deducted At Source	2,766,766	2,319,530
- Security deposit	489,892	557,370
- Other payables	82,972,039	47,474,270
	178,728,261	135,973,812
8.1 There are no amounts due for payment to The Investor Education and protection Fund under section 205C of the Companies Act,1956 as at the year end.		
9 SHORT TERM PROVISIONS		
Provision for Employee Benefits (Refer Note 31)		
For Gratuity	13,404,211	8,081,020
For Leave Encashment	319,391	-
Other Provisions		
For Income Tax (Net of Advances)	9,849,237	3,232,603
For Fringe Benefit Tax	-	100,000
For Wealth Tax	60,628	40,035
Proposed Dividend on Equity Shares (Refer note-2.1)	21,611,360	12,966,816
Dividend Distribution Tax (Refer note- 2.1)	3,505,903	2,103,542
Total	48,750,730	26,524,016

APM INDUSTRIES LIMITED

NOTE 10 :- FIXED ASSETS

PARTICULARS	GROSS BLOCK					DEPRECIATION				NET BLOCK	
	As At April 1, 2012 (At Cost) (Rs.)	Additions during the year (Rs.)	Sales/ Adjustments (Rs.)	Other Adjustments	Total As At March 31, 2013 (At Cost) (Rs.)	Upto March 31, 2012 (Rs.)	For the Current Period (Rs.)	Sales/ Adjustments (Rs.)	Upto March 31, 2013 (Rs.)	As At March 31, 2013 (Rs.)	As At March 31, 2012 (Rs.)
Tangible Assets (A)											
(I) Own Assets											
Building	122,331,809	3,120,557	-		125,452,366	37,025,427	3,373,988	-	40,399,415	85,052,951	85,306,382
Plant & Equipments	1,087,677,519	13,050,104	23,989,399		1,076,738,224	635,959,743	39,740,587	22,789,930	682,910,400	423,827,824	451,717,776
Furniture & Fixtures	14,137,570	538,249	166,374		14,509,445	8,922,323	638,280	121,605	9,438,998	5,070,447	5,215,247
Office Equipments	11,522,078	906,116	166,400		12,261,794	9,239,609	492,916	131,688	9,600,837	2,660,957	2,282,469
Vehicles	14,030,586	1,897,845	462,450		15,465,981	3,392,732	1,350,872	331,603	4,412,001	11,053,980	10,637,854
Total (A)	1,249,699,562	19,512,871	24,784,623	-	1,244,427,810	694,539,834	45,596,643	23,374,826	716,761,651	527,666,159	555,159,728
(II) Asset on Lease Lease hold Land	720,000,000	-	-		720,000,000	40,109,718	9,997,679	-	50,107,397	669,892,603	679,890,282
Total Tangible Assets (I+II)	1,969,699,562	19,512,871	24,784,623	-	1,964,427,810	734,649,552	55,594,322	23,374,826	766,869,048	1,197,558,762	1,235,050,010
For previous year (Tangible Assets)	1,950,918,114	41,196,417	22,604,259	-	1,969,699,562	700,396,511	55,100,996	20,847,955	734,649,552	1,235,050,010	
Intangible Assets (B)											
Computer Software	7,389,570	1,129,602			8,519,172	2,609,922	1,250,023		3,859,945	4,659,227	4,779,648
For previous year (Intangible Assets)	6,143,497	1,246,073			7,389,570	1,548,760	1,061,162		2,609,922	4,779,648	4,594,737
Grand Total Fixed Assets (A+B)	1,977,089,132	20,642,473	24,784,623	-	1,972,946,982	737,259,474	56,844,345	23,374,826	770,728,993	1,202,217,989	1,239,829,658
For previous year	1,957,061,611	42,442,490	22,604,259	-	1,977,089,132	701,945,271	56,162,158	20,847,955	737,259,474	1,239,829,658	

Note 10.1

(a) Lease hold land was revalued as on 12.05.2008 by an external valuer at the then market value which resulted in a net increase of Rs. 719,387,692

(b) Depreciation for the period Rs. 56,844,345/- includes Amortisation on revalued lease hold land Rs. 9,991,496/-

Capital work-in-progress:

Building	1,968,342	-
Plant & Machinery	170,706	-
Vehicle	-	-
Total	2,139,048	-
GRAND TOTAL	1,204,357,037	1,239,829,658

APM INDUSTRIES LIMITED

NOTE No.	Particulars	As At March 31, 2013 Rs.		As At March 31, 2012 Rs.		
11 NON-CURRENT INVESTMENTS						
In Government securities (Valued at Cost)						
a)	National Saving Certificates (Pledged with Sales Tax Department)		6,000		6,000	
b)	In Post Office Saving Bank (pledged with Excise Department)		31,110		31,110	
	Total		<u>37,110</u>		<u>37,110</u>	
S. No.	Particulars	Face Value Per Unit (Rs.)	As at March 31, 2013		As at March 31, 2012	
			Nos	(Rs.)	Nos	(Rs.)
I	Trade investments (Valued at Cost)					
	a. Un-quoted Equity Instruments (Refer Note 11.1)					
	Fully Paid Class A Equity Shares, held in V.S.Lignite Power Private Limited	10	1256039	12,560,390	577778	5,777,780
	b. Un-quoted Preference Shares (Refer Note 11.2)					
	0.01% Class A Redeemable Preference Shares held in V.S.Lignite Power Private Limited	10	1114222	11,142,220	1114222	11,142,220
	Total Un-quoted			<u>23,702,610</u>		<u>16,920,000</u>
11.1	Dividend on Class A equity share is restricted to 0.01% of the face value of the shares.					
11.2	Preference Share-Preference shares are redeemable at par over the period of 10-20 year from date of allotment.					
II	Other Investments					
	a. Quoted Equity Instruments					
	Fully paid equity shares, in					
	Bhilwara Spinners Ltd.	10	100	508	100	508
	Deepak Spinners Ltd.	10	100	765	100	765
	G.S.L. (India) Ltd.	10	50	1,819	50	1,819
	Hind Syntex Ltd.	10	100	2,642	100	2,642
	Visaka Industries Ltd.	10	10	194	10	194
	Indo Rama Synthetics (I) Ltd.	10	10	76	10	76
	Spentex Industrires Ltd.	10	9	77	9	77
	Rajasthan Spng.& Wvg. Mills. Ltd.	10	195	1,831	195	1,831
	Sangam India Ltd.	10	158	1,951	158	1,951
	Shree Rajasthan Syntex Ltd.	10	50	1,043	50	1,043
	State Bank of Bikaner & Jaipur	10	12200	1,868,400	12,200	1,868,400
	GVK Power & Infrastructure Ltd.	1	5000	155,000	5,000	155,000
	b. InBonds/Mutual Funds					
	Kotak Bond Fund	10	77062	2,500,000		-
	SBI Dynamic Bond Fund	10	179100	2,500,000		-
	Birla Sunlife Dynamic Bond Fund	10	131403	2,500,000		-
	IDFC Dynamic Bond Fund	10	1275624	17,500,000		-
	Reliance Income Fund	10	878566	10,000,000		-
	IIFL - FMP Series 6	10	2000000	20,000,000		-
	Total (Quoted)			<u>57,034,306</u>		<u>2,034,306</u>
	Grand Total			<u>80,774,026</u>		<u>18,991,416</u>
	Aggregate amount of quoted Investments			57,034,306		2,034,306
	Market Value of Quoted Investments			60,888,542		5,029,206
	Aggregate amount of unquoted Investments			23,702,610		16,920,000
	Aggregate Provision for diminution in Value of Investments			-		-
12 LONG TERM LOANS AND ADVANCES						
Loans and Advances						
(Un-secured & Considered Good, Unless otherwise stated)						
	Capital Advances (Refer Note 27 (b))			5,761,058		5,911,690
	Security Deposits			12,717,097		27,992,405
	Total			<u>18,478,155</u>		<u>33,904,095</u>

APM INDUSTRIES LIMITED

Note No.	As At March 31, 2013 Rs.	As At March 31, 2012 Rs.
13 INVENTORIES (Refer Note 26(f))		
Raw Materials	106,231,805	104,099,576
Work-in-Progress	47,948,655	45,999,567
Finished Goods	171,487,123	218,649,156
Stores and Spares	8,832,540	6,743,817
Total	334,500,123	375,492,116
14 TRADE RECEIVABLES		
Unsecured, Considered Good		
Out standing for a period exceeding six months from the date they are due for repayment	17,348,692	3,584,867
Unsecured, Considered Doubtful	2,344,700	661,500
	19,693,392	4,246,367
Less: Provision for Doubtful debts	2,344,700	661,500
	17,348,692	3,584,867
Others		
Unsecured, Considered Good	235,109,847	228,367,966
Total	252,458,539	231,952,833
15 CASH AND BANK BALANCES		
Cash and Cash Equivalents		
Cash in Hand	243,814	379,543
Balance with Banks:-		
- In Current Accounts	1,004,410	1,291,742
- In Deposit Accounts with less than 3 months maturity *	550,000	3,500,000
	1,798,224	5,171,285
Other Bank Balances#		
In margin money with deposit accounts with maturities less than 12 months	112,101	550,000
- In Unpaid dividend accounts	1,999,737	251,388
	2,111,838	801,388
Total	3,910,062	5,972,673
(*) Margin Money deposite against guarantees.		
# Other Bank balances are restricted bank balances on account of margin money deposit against guarantees and unclaimed dividends.		
16 SHORT TERM LOANS AND ADVANCES		
Unsecured Considered Good		
Unsecured Loans	190,348,164	-
Other loans and advances		
- Prepaid Expenses	2,639,377	2,347,998
- Security Deposit	3,240,000	3,240,000
- CENVAT/VAT Credit Receivable	19,452,868	32,900,862
- Others advance for supply of goods and rendering of services	5,628,333	5,936,962
Total	221,308,742	44,425,822
17 OTHER CURRENT ASSETS		
(Unsecured, consider good)		
Interest Accrued	1,439,868	1,367,307
Claim and other receivable	4,668,714	7,926,181
Total	6,108,582	9,293,488

APM INDUSTRIES LIMITED

NOTES FORMING PART OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2013

Note No.	For the year ended March 31, 2013 Rs.	For the year ended March 31, 2012 Rs.
18 REVENUE FROM OPERATIONS		
Sale of products (Gross)	2,870,382,432	2,558,277,405
Other Operating Revenues :		
-Sales of Scrap	29,583,747	28,841,569
-Interest from customers on account of overdue receivables	19,469,963	14,469,227
-Job Work and other incentives	1,608,002	8,521,570
Sub total	<u>2,921,044,144</u>	<u>2,610,109,771</u>
Less : Excise Duty	(9,742,434)	(21,573,005)
Revenue from Operations (Net)	<u>2,911,301,710</u>	<u>2,588,536,766</u>
19 OTHER INCOME		
Interest received from Banks	91,520	420,316
Interest received from Others	10,823,219	-
Dividend received on investments	177,143	113,532
Profits on Sales of Fixed Assets	1,928,528	3,529,744
Liabilities/Provisions no longer required, written back	260,487	1,155,033
Gains on Foreign currency transactions (Net)	-	4,267,578
Miscellaneous Income	873,507	222,917
Total	<u>14,154,404</u>	<u>9,709,120</u>
20 COST OF MATERIALS CONSUMED {Refer note 32(b)}		
Raw Materials Consumed		
Inventory at the beginning of the year	104,099,576	207,157,836
Add: Purchases (net)	1,762,396,050	1,607,757,413
Less: inventory at the end of the year	106,231,805	104,099,576
Cost of Raw Materials consumed during the year	<u>1,760,263,821</u>	<u>1,710,815,673</u>
21 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		
Stock at the end of the year:		
Finished Goods	171,487,123	218,649,156
Work-in-Progress	47,948,655	45,999,567
Total A	<u>219,435,778</u>	<u>264,648,723</u>
Stock at the beginning of the year		
Finished Good	218,649,156	156,794,020
Work-in-Progress	45,999,567	47,349,441
Total B	<u>264,648,723</u>	<u>204,143,461</u>
Change in inventories (A-B)	<u>(45,212,945)</u>	<u>60,505,262</u>
22 EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	230,736,885	203,365,837
Contribution to Provident and other Funds	20,865,662	16,536,805
Staff Welfare Expenses	12,413,556	10,963,896
Total	<u>264,016,103</u>	<u>230,866,538</u>
23 FINANCE COSTS		
Interest Expense	29,620,832	48,670,225
Other Borrowing costs	2,363,049	2,744,192
Total	<u>31,983,881</u>	<u>51,414,417</u>

26 SIGNIFICANT ACCOUNTING POLICIES

a) Corporate Information

APM INDUSTRIES LIMITED (The Company) is engaged in the production and selling of Man Made Fibre's Spun Yarn. The Company has manufacturing facilities at BHIWADI (DISTT. ALWAR) Rajasthan.

b) Basis of Accounting

- i) The Financial Statements have been prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles (GAAP), the mandatory Accounting Standards on an accrual basis (except for revaluation of Land) notified in the Companies (Accounting Standard) Rules 2006 and relevant provisions of the Companies Act, 1956.
- ii) The Company follows the mercantile system of accounting & recognizes the income & expenditure on accrual basis. Claims for interest on customers for delayed payments which is accounted for on acceptance basis as the exact quantum, in respect thereof, cannot be ascertained with reasonable accuracy. This accounting policy has been consistently applied by the company.

c) Fixed Assets

Fixed assets are stated at their cost of acquisition or construction less accumulated depreciation. Cost of acquisition or construction is inclusive of freight, duties, taxes, incidental expenses and borrowing costs related to such acquisition or construction. Capital Work in Progress comprises the cost of fixed assets not ready for their intended use as at the reporting date of the financial statements.

d) Depreciation

- i) Depreciation on fixed assets is provided for on the Straight Line method in the manner and at the rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on additions/disposals is provided on pro-data basis.
- ii) Cost of leasehold Land is being amortized over the period of lease of 99 years.
- iii) In case of revalued lease hold land, amortization is calculated on revalued cost based on remaining period of lease and the portion related to the revalued quantum is adjusted against revaluation reserve.
- iv) The Plant & Machinery of spinning unit & Power Plant division is considered as continuous process plant, hence depreciation is provided accordingly.
- v) Assets costing less than Rs. 5000 individually are fully depreciated at the end of the year

e) Investments

Investments are classified into current and long term investments. Current investments are stated at the lower of cost and fair value. Long term investments are valued at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of long term investments.

f) Inventories

Inventories have been valued at lower of cost or net realizable value. For ascertaining the cost, following method has been adopted-

Raw materials	At weighted average cost
Stores and spares	At weighted average cost
Stocks in Process	At estimated cost
Finished Goods	At actual cost
Waste Materials	At net realizable value

Cost of raw material, stores and spares is net of cenvat credit, wherever applicable. Cost of finished goods includes direct cost, factory overheads and excise duty, wherever applicable. The Company has made provision for cost of obsolescence or depletion in value, wherever applicable. Material purchased on ex-godown basis but not received till the date of Balance Sheet is considered as goods in transit.

g) Revenue Recognition

- i) Revenue from sales is recognized on despatch of goods from the factory/depot. Sales are inclusive of excise duty but exclusive of sales tax.
- ii) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. In case of claim of interest on customers for delayed payments, it is recognized on acceptance of the claim by the customers.
- iii) Dividend income is recognized when company's right to receive dividend is established.

h) Foreign Currency Transactions

- i) Transactions denominated in the foreign currencies are normally recorded at the exchange rates prevailing at the time of the transaction.
- ii) Monetary items denominated in foreign currencies, other than those covered by forward exchange contracts, are translated in to rupee equivalent at the rates of exchange prevailing on the Balance Sheet date. In the case of forward contract, the difference between the forward rate and the exchange rate on the date of transaction is recognized as income or expense over the life of the contract.
- iii) All exchange differences arising on settlement /conversion of foreign currency transactions are recognized as income or as expenses in the profit and loss account, except in cases where they relate to the acquisition of fixed assets, in which case they are adjusted in the carrying cost of the asset.

i) Employee Benefits

- i) The contribution towards Provident Fund is made to the Statutory Authorities and is charged to the profit and loss account.
- ii) Liability towards unavailed earned leaves to employees is provided on the basis of actuarial valuation performed by an independent actuary at the year end and funded with leave encashment fund administrative by the group leave encashment scheme with the Life Insurance Corporation of India ('LIC').
- iii) In accordance with the payment of Gratuity Act 1972, the company provides for gratuity covering eligible employees on the basis of an actuarial valuation as at the year end and funded with gratuity fund administered by the group gratuity scheme with the Life Insurance Corporation of India ('LIC').

j) Borrowing Costs

Borrowing costs that are directly attributable to the acquisition or construction of the qualifying assets are capitalised as part of the cost of such assets. All other borrowing costs are charged to revenue in the period in which they are incurred. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use. Assets that are ready for their intended use when acquired are not considered as qualifying assets.

k) Segment Reporting

The business of the company, at present, consists of single product viz. yarn and therefore, there are no reportable Segments as per accounting standard (AS-17) "Segment Reporting".

l) Leases

Finance leases or similar arrangement, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased items, are capitalized and disclosed as leased assets. Finance charges are charged directly against income.

Leases where the lesser effectively retains substantially all the risks and benefits of ownership of the leased assets are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss Account on a basis, which reflect the time pattern of such payment appropriately.

APM INDUSTRIES LIMITED

m) **Earnings per Share (EPS)**

The earnings considered in ascertaining the company's EPS comprise the Net Profit or Loss for the period after tax and extra ordinary items. The basic EPS is computed on the basis of weighted average number of equity shares outstanding during the year. The number of shares for computation of diluted EPS comprises of weighted average number of equity shares considered for deriving basic EPS and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the year unless they are issued at a later date. The diluted potential equity shares are adjusted for the proceeds receivable assuming that the shares are actually issued at fair value. The number of shares and potentially dilutive shares are adjusted for shares splits/reverse share splits (consolidation of shares) and bonus shares, as appropriate.

n) **Taxes on Income**

Tax expense for the year comprises of current tax and deferred tax. Current taxes are measured at the current rate of tax in accordance with provisions of the Income Tax Act, 1961.

Deferred tax Assets and Liabilities are recognized for future tax consequences attributable to the timing differences that result between taxable profit and the profit as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date.

Deferred tax assets are recognized on unabsorbed depreciation and carry forward of losses under tax laws to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the Profit & Loss Account in the year of change.

o) **Grants/Subsidies**

Generally grants/subsidies are recognized where there is reasonable assurance that the company shall comply with the conditions attached to them and when such benefits have been earned by the company and is reasonably certain that the collection may be made. Grants/Subsidies related to revenue are credited to the Profit & Loss Statement or are deducted in reporting the related expenses.

p) **Provisions**

A provision is recognized when an enterprise has a present obligation as a result of past event; and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to the present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

q) **Impairment of Assets**

The carrying values of assets of the cash-generating units at each balance sheet date are reviewed for impairment. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on appropriate discount factor.

r) **Contingent Liabilities**

Contingent liabilities are determined on the basis of available information and are disclosed by way of Notes to Accounts.

27. Contingent liabilities and commitments (to the extent not provided for)

a. Claims against the Company not acknowledged as debts:-

Particulars	Year ended	
	March 31, 2013 (Rs.)	March 31, 2012 (Rs.)
Excise Duty (Payment made Rs. 486,240 (Previous year Rs. 486,240))	888,970	1,208,934
Sales Tax	3,754,178	2,550,809
Bank Guarantee (Net of Margin Rs. 661,000 (Previous Year Nil))	1,024,000	-

b. Other Commitments

Estimated amount of contracts remaining to be executed on capital account [Net of advances Rs. 5,761,058/- Previous Year Rs. 5,911,690/-] not provided for Rs. 38,356,018/- (Rs. 35,738,215/-).

28. There are no Micro, Small and Medium Enterprises to whom the company owes dues, which are outstanding for more than 45 days as at March 31, 2013. This information required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Company.

29. Related party disclosures

Information regarding Related Party Transactions as per Accounting Standards AS-18 "Related Party Disclosures" notified by Companies (Accounting Standards) Rules, 2006, (as amended).

List of related parties

A. Companies under common control

S. No.	Name of the Company
1	Orient Abrasives Limited
2	Orient Refractories Limited
3	Perfectpac Limited
4	Rajgarhia Leasing and Financial Services Private Limited
5	Axis Cottex Private Limited
6	AJR Fiscal Private Limited

B. Key Management Personnel and their relatives

S. No.	Name of the Company	Relationship
1	R. K. Rajgarhia	Chairman and Managing Director
2	H. R. Sharma	Executive Director
3	S. G. Rajgarhia	Director
4	Ajay Rajgarhia	Key Management Person
5	Aditi Rajgarhia	Grand Daughter of CMD

APM INDUSTRIES LIMITED

Note No.	For the year ended March 31, 2013 Rs.	For the year ended March 31, 2012 Rs.
24 DEPRECIATION AND AMORTIZATION EXPENSE		
Depreciation and Amortization (<i>Refer Note - 10</i>)	56,844,345	56,162,158
Less: Withdrawn from Revaluation Reserve (<i>Refer Note - 2</i>)	9,991,496	9,991,496
	<u>46,852,849</u>	<u>46,170,662</u>
25 OTHER EXPENSES		
Manufacturing Expenses		
Consumption of Stores and Spare Parts	34,361,772	32,664,607
Packing Material	33,493,338	31,734,663
Power and Fuel	267,243,696	244,592,728
Repairs to Machinery	35,657,827	42,277,463
Repairs to Building	3,683,180	4,805,052
	<u>374,439,813</u>	<u>356,074,513</u>
Selling and Distribution Expenses		
Freight and Forwarding Expenses	20,875,379	18,323,511
Brokerage and Commission	13,844,891	14,118,886
Provision for Doubtful Debts	1,683,200	502,600
Claims & Discount	3,494,895	7,705,243
	<u>39,898,365</u>	<u>40,650,240</u>
Establishment Expenses		
Legal and Professional Fees	2,512,303	2,221,759
Rent	2,555,268	2,510,800
Rates and Taxes	1,315,810	788,771
Repairs to Others	495,656	611,328
Insurance	1,665,403	1,735,763
Travelling Expenses	2,026,132	1,721,479
Payment to Auditors (<i>Refer note 30</i>)	524,667	535,898
Printing & Stationary	1,470,692	1,382,631
Vehicle Running Expenses	1,939,014	1,811,043
Computer Maintenance	608,559	492,745
Charity and Donation	21,100	5,100
Communication Expenses	1,929,239	1,977,455
Electricity & Water Charges	476,346	415,584
Membership Fee & Subscription	195,491	278,561
General Expenses	4,147,856	2,924,597
Director Remuneration & Sitting Fees	9,599,780	7,106,234
CSR & Pollution Control Expenses	1,327,533	1,106,310
	<u>32,810,850</u>	<u>27,626,057</u>
Total	<u>447,149,028</u>	<u>424,350,810</u>

APM INDUSTRIES LIMITED

C. Related Party Transactions

Particulars	Year	Company under common control (Rs.)	Key Management Personnel (Rs.)	Total (Rs.)
Income/Expense				
Sales (Net of Indirect Taxes)	2012-13	273,367	-	273,367
	2011-12	659,407	-	659,407
Purchases	2012-13	5,532,835	-	5,532,835
	2011-12	6,756,472	-	6,756,472
Interest paid	2012-13	1,215,022	675,122	1,890,144
	2011-12	3,577,666	1,634,556	5,212,222
Rent paid	2012-13	-	2,547,508	2,547,508
	2011-12	-	2,500,090	2,500,090
Finance				
Loans Repayment	2012-13	264,675,950	46,750,000	311,425,950
	2011-12	142,342,619	34,650,000	176,992,619
Finance				
Loans/ Advances Taken	2012-13	268,050,000	45,150,000	313,200,000
	2011-12	109,385,000	44,275,000	153,660,000
Remuneration to key Management personnel	2012-13	-	9,339,140	9,339,140
	2011-12	-	6,889,294	6,889,294
Remuneration to Others	2012-13	-	902,430	902,430
	2011-12	-	632,600	632,600
Balances with related parties				
Advances Taken	2012-13	5,649,790	12,275,000	17,924,790
	2011-12	2,275,740	13,875,000	16,150,740
Purchases	2012-13	-	-	-
	2011-12	712,663	-	712,663

D. No amount pertaining to related parties which have been provided for as doubtful debts or written off in respect of related parties.

E. Related party relationship is as identified by the Company and relied upon by the Auditors.

F. Disclosure of Material Transactions with Related parties

Particulars	Year ended March 31, 2013 (Rs.)	Year ended March 31, 2012 (Rs.)
Purchases		
Perfectpac Limited	5,532,835	6,726,922
Orient Abrasives Limited	-	29,550
Sales		
Orient Refractories Limited	273,367	659,407
Interest Paid		
Shri S.G.Rajgarhia	-	840,822
Shri R.K.Rajgarhia	675,122	793,734
Faridabad Paper Mills Ltd	-	1,132,780
Rajgarhia Leasing & Financial Services (P) Ltd	1,215,022	2,444,886
AJR Fiscal Private Limited	-	-
Rent Paid		
Smt. Prabha Rajgarhia	857,440	852,600
Ms. Aditi Rajgarhia	159,720	145,200
Shri Ajay Rajgarhia	1,530,348	1,502,290

30. Auditors Remuneration:

	Year ended March 31, 2013 (Rs.)	Year ended March 31, 2012 (Rs.)
Payment to Statutory Auditors		
Audit Fee	308,990	280,900
Tax audit Fee	84,270	82,725
Limited Review of Results	50,562	49,635
In other capacity		
(a) For Taxation matters	27,575	27,575
(b) For Certification work	-	5,515
Reimbursement of expenses	11,400	51,015
Total (A)	482,797	497,365
Payment to Cost Auditors		
(a) Audit Fee	35,000	32,000
(b) Reimbursement of expenses	6,870	6,533
Total (B)	41,870	38,533
Grand Total (A+B)	524,667	535,898

APM INDUSTRIES LIMITED

31. Employee Benefit:

Effective from April 01, 2007, the company adopted the revised accounting standard 15 "Employee Benefits" (AS-15) issued by the Institute of Chartered Accountants of India.

Funded status of the Gratuity & Leave Encashment Plan and the amount recognized as required by AS 15 is set out below:

Particulars	For the Year ended March 31, 2013		For the Year ended March 31, 2012	
	Gratuity (Rs.)	Compensated Absences (Rs.)	Gratuity (Rs.)	Compensated Absences (Rs.)
Obligations at year beginning	33,489,667	5,817,141	29,265,058	8,338,738
Service Cost - Current	4,142,111	1,161,324	3,295,698	925,934
Interest Cost	2,679,173	465,371	2,487,530	708,793
Actuarial (gain) / loss	3,353,169	1,966,801	872,639	(450,480)
Benefit Paid	(2,310,300)	(2,913,451)	(2,375,865)	(3,705,844)
Obligations at year end	41,353,820	6,497,186	33,489,667	5,817,141
Change in plan assets				
Plan assets at year beginning, at fair value	22,622,672	-	17,440,668	-
Expected return on plan assets	2,092,597	-	1,613,262	-
Actuarial gain / (loss)	(115,886)	-	(55,393)	-
Contributions	5,660,526	-	6,000,000	-
Benefits paid	(2,310,300)	-	(2,375,865)	-
Plan assets at year end, at fair value	27,949,609	-	22,622,672	-
Reconciliation of present value of the obligation and the fair value of the plan assets				
Present value of the defined benefit obligations at the end of the year	41,353,820	6,497,186	33,489,667	5,817,141
Fair value of the plan assets at the end of the year	27,949,609	6,177,795	22,622,672	6,050,798
Liability/(Assets) recognised in the Balance Sheet	13,404,211	319,391	10,866,995	(233,657)
Defined benefit obligations cost for the year				
Service Cost - Current	4,142,111	1,161,324	3,295,698	925,934
Interest Cost	2,679,173	465,371	2,487,530	708,793
Expected return on plan assets	(2,092,597)	(559,699)	(1,613,262)	-
Actuarial (gain) / loss	3,469,055	1,960,203	872,639	(573,331)
Net defined benefit obligations cost	8,197,742	3,027,199	5,042,605	1,061,396

The principal assumptions used in determining post employment benefit obligations are as below :

Particulars	Gratuity	Leave Encashment	Gratuity	Leave Encashment
	2013 (in %)	2013 (in %)	2012 (in %)	2012 (in %)
Discount Rate	8.00	8.00	8.50	8.50
Future salary increases	5.50	5.50	6.00	6.00
Expected return on plan assets	9.25	9.25	9.25	9.25

32. Additional information pursuant to the provisions of paragraph 3, 4C and 4D of Part-II of Schedule VI to the Companies Act, 1956:

A. Particulars in respect of Production, Sales and Stocks:

Class of Goods	Unit	Production	Opening Stock		Closing stock	
			Qty (kgs)	Value (Rs.)	Qty (kgs)	Value (Rs.)
Man- Made Fiber's Spun Yarn	Kgs	16635074	1622471	218,649,156	1113652	171,487,123
		(15424437)	(1090818)	(156,794,020)	(1,622,471)	(218,649,156)

B. Raw Material Consumption:

Class of Goods	Unit	*Quantity (In Kgs.) Year ended		Value (In Rupees) Year ended	
		March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
		1 Viscose Staple Fibre	Kgs	1092176	1,473,659
2 Polyester Fibre	Kgs	15102062	13,576,182	1,334,069,047	1,226,987,653
3 Acrylic Fibre	Kgs	1140908	998,868	163,694,902	143,572,181
4 Cotton/Jute Waste	Kgs	-	134	-	1,810
5 Polyester Filament Yarn	Kgs	17762	35,115	2,185,111	3,922,414
6 Dyes and Chemicals	Kgs			86,213,698	84,264,141
				1,760,263,821	1,710,815,673

*Figures are net of sale of raw material

APM INDUSTRIES LIMITED

C. Turnover of Products:

Class of Goods	Unit	*Quantity (In Kgs.)		Value (In Rupees)	
		Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2013	Year ended March 31, 2012
Man Made Fibre Spun Yarn	Kgs	17143743*	14,892,774*	2,870,382,432	2,558,277,405

* Excluding shortage/wastage of 150 kgs (10 kgs)

D. Value of imported & indigenous Raw Materials and Stores & Spares and packing Materials consumed and percentage of each of the total consumption:

Particulars	Year ended March 31, 2013		Year ended March 31, 2012	
	(Rs.)	%	(Rs.)	%
1 Raw materials				
Imported	-	-	-	-
Indigenous	1,760,263,821	100	1,710,815,673	100
Total	1,760,263,821	100	1,710,815,673	100
2 Stores, Spares & Packing Material				
Imported	599,679	0.88	372,329	0.58
Indigenous	67,255,431	99.12	64,026,941	99.42
Total	67,855,110	100.00	64,399,270	100.00

E. CIF value of Imports

Particulars	Year ended March 31, 2013 (Rs.)	Year ended March 31, 2012 (Rs.)
i Stores, Spares & Packing Materials	558,186	337,833
ii Capital Items	-	993,110
Total	558,186	1,330,943

F. Expenditure in Foreign Currency (On Payment Basis)

Particulars	Year ended March 31, 2013 (Rs.)	Year ended March 31, 2012 (Rs.)
i. Commission	150,704	489,105

G. Earning in Foreign Exchange

11,568,734 100,053,903

33. Profit/Loss on the sale of raw material is adjusted in the raw material consumed account. However, the amount of profit/loss is not material.

34. Figures of previous year have been regrouped or rearranged wherever found necessary and the same are appearing in brackets.

35. Note 1 to 35 forms an integral part of the accounts and have duly been authenticated.

As per our report of even date attached

For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No. 302137E

For and on behalf of the Board

(PANKAJ CHATURVEDI)
Partner
Membership No. 091239

F C GOEL
Company Secretary

H R SHARMA
Executive Director

K R GUPTA
Director

R K RAJGARHIA
Chairman & Managing Director

Place : New Delhi
Date : May 7, 2013

APM INDUSTRIES LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I) Registration Details

- Registration Number	L21015RJ1973PLCO15819
- State Code	17 (Rajasthan)
- Balance Sheet Date	31 st March, 2013

II) Capital raised during the year

(Amount in thousand)

a) Public Issue	Nil
b) Right Issue	Nil

III) Position of mobilization and deployment of Funds:-

a) Total Liabilities	2,121,895
b) Total assets	2,121,895

Source of Funds

a) Paid-up Capital	43,223
b) Reserves & Surplus	1,484,467
c) Non Current Liabilities	
i) Long Term Borrowing	109,798
ii) Deferred Tax Liabilities	75,976
d) Current Liabilities	
i) Short-term Borrowings	155,382
ii) Trade payables	25,570
iii) Other current liabilities	178,728
iv) Short term provisions	48,751

Total 2,121,895

Application of Funds:-

(a) Non-Current Assets	
i) Net Fixed Assets	1,204,357
ii) Non-Current Investments	80,774
iii) Long Term Loans & Advances	18,478
(b) Current Assets	
i) Inventories	334,500
ii) Trade Receivable	252,459
iii) Cash and Cash Equivalent	3,910
iv) Short term loans and advances	221,309
v) Other Current Assets	6,108

Total 2,121,895

IV) Performance of Company:

a) Turnover (Gross)	2,925,456
b) Total Expenditure	2,595,479
c) Profit / Loss before Tax	329,977
d) Profit / Loss after Tax	220,584
e) Earning per share (in Rs.)	10.21
f) Dividend Rate (%)	80

V) Generic Name of three principal

(Products/Services of Company)

(As per monetary terms)

Item Code No.(ITC Code)

550912

Product description :

Man Made Fibres Spun Yarn

Signature on Note 1 to 35

As per our report of even date attached

For CHATURVEDI & CO.
Chartered Accountants
Firm Registration No. 302137E

For and on behalf of the Board

(PANKAJ CHATURVEDI)
Partner
Membership No. 091239

F C GOEL
Company Secretary

H R SHARMA
Executive Director

K R GUPTA
Director

R K RAJGARHIA
Chairman & Managing Director

Place : New Delhi
Date : May 7, 2013

APM INDUSTRIES LIMITED

Regd. Office : SP-147, RIICO Industrial Area, Bhiwadi, Dist, Alwar (Raj.)

PROXY FORM

I/Weof
.....in the district of
.....being member/s of the
above named company hereby appoint
of.....in the district of.....
or failing him.....of.....in the
district of as my/our proxy to attend and vote for me/us and on
my/our behalf at the **39th Annual General Meeting** of the Company to be held on **Saturday, the 13th day
of July, 2013 at 11.30 A.M.** at **SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan)** and at
any adjournment thereof.

Signed this day of 2013

Signature

Folio No./ DP ID No. and client ID No.

No. of Shares held

**Affix
Revenue
Stamp**

NOTE : The proxy must be returned so as to reach the registered office of the company not less than
48 hours before the time fixed for holding the aforesaid meeting.

TEAR HERE

APM INDUSTRIES LIMITED

Regd. Office : SP-147, RIICO Industrial Area, Bhiwadi, Dist, Alwar (Raj.)

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Hall.

I hereby record my presence at the **39th Annual General Meeting** of the Company held on **Saturday,**
the **13th day of July, 2013, at 11.30 A.M.** at **SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan).**

Full Name of the Member (in Block Letters)

Full Name of Proxy, if applicable

Folio No. / DP ID No. and Client ID No.

No. of Shares held

Signatures of Member / Proxy

BOOK-POST

If undelivered please return to:

APM INDUSTRIES LIMITED
910, Chiranjiv Tower,
43, Nehru Place
New Delhi - 110019