

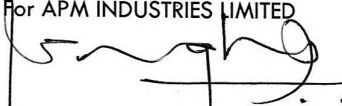
**FORMAT OF QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **APM INDUSTRIES LIMITED**

Quarter ending on: **31.12.2014**

Particulars	Clause of Listing agreement	Compliance Status Yes / No / N.A	Remarks
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (II A)	Yes	Comprises of 3 independent directors, 1 Non-Executive Director, 1 Executive Director and a Chairman & Managing Director.
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (II C)	Yes	No compensation except the sitting fees is paid to non-executive directors.
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	No	Will be complied upto next quarter.
<b>III Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	Regular in holding meetings.
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V Subsidiary Companies</b>	49 (V)	N.A.	There is no subsidiary companies.
<b>VI Risk Management</b>	49 (VI)	Yes	
<b>VII Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be complied in Annual Report.
(D) Management	49 (VIII D)	Yes	Will be complied in Annual Report.
(E) Shareholders	49 (VIII E)	Yes	Will be complied in Annual General Meeting.
(I) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII I)	N.A.	
<b>IX CEO/CFO Certification</b>	49 (IX)	Yes	Will be complied in Annual Report.
<b>X Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in Annual Report.
<b>XI Compliance</b>	49 (XI)	Yes	Will be complied in Annual Report.



For APM INDUSTRIES LIMITED  
  
**VINOD KR. SINGHAL**  
 COMPLIANCE OFFICER