

APM INDUSTRIES LIMITED

CIN: L21015RJ1973PLC015819

Registered Office: - SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar, Rajasthan- 301019

Corporate Office: 910, Chiranjiv Tower, 43- Nehru Place, New Delhi -110019

Telephone: (011)-26441015-17, **Fax:** (011)-26441018

Email: delhi@apmindustries.co.in **Website:** www.apmindustries.co.in

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, to transact the Special Business set out below by the Members of APM Industries Limited, by passing the Resolution through Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Explanatory Statement under Section 102 of the Companies Act, 2013 read with rules made thereto, setting out the material facts and the reasons for the Resolutions, is also appended herewith. Mr. Akash Gupta, Company Secretary in Practice (CP No. 11038), Proprietor of M/s Akash Gupta & Associates, Practicing Company Secretaries, Delhi, has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on this Postal Ballot Notice and the Postal Ballot Form and return the completed Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer or at the Corporate Office of the Company, on or before 5.00 PM on Tuesday, 22nd August, 2017, which is last date for receipt of completed Postal Ballot Forms. Postal Ballot Form(s) received after this date and time will be considered as invalid.

E-Voting Option

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to offer E-Voting facility through E-Voting Platform of National Securities Depository Limited ('NSDL'), as an alternate, which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form(s). Please note that E-Voting is optional and the Members who do not opt for the E-Voting facility can cast their vote in writing in the duly filled in physical Postal Ballot Form. Please carefully read and follow the instructions on E-Voting process printed in this Notice.

The Scrutinizer will submit his report to the Chairman of the Company upon completion of scrutiny of the Physical Postal Ballot Forms and E-Voting data provided by National Securities Depository Limited ('NSDL'), in a fair and transparent manner and the result of the Postal Ballot will be announced on Thursday, 24th August, 2017 at 01.00 P.M. at the Registered Office of the Company. After declaration, the result of the Postal Ballot will be intimated to the Stock Exchanges where the shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz: www.apmindustries.co.in and NSDL website and also be displayed at the Registered Office of the Company.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or E-Voting i.e. Tuesday, 22nd August, 2017.

Place: New Delhi
Date: 12.07.2017

By order of the Board
For **APM INDUSTRIES LIMITED**

Registered Office
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
Rajasthan- 301 019

JYOTI UPADHYAY
COMPANY SECRETARY

Special Business:-

ITEM NO. 1

TO AMEND MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION: -

“RESOLVED THAT pursuant to the provisions of Sections 4, and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (‘the Act’) and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Memorandum of Association of the Company, to align it with the Table A of the Schedule I of the Companies Act, 2013:-

- a) To amend the heading of Memorandum of Association by replacing words ‘The Companies Act, 1956’ with the words ‘The Companies Act, 2013’.
- b) To delete Clause 1 and details specified above it with respect to partnership firm, partners and other related details, completely from Memorandum of Association (MOA);
- c) To renumber Clause 2 (i.e. name clause) as Clause 1, Clause 3 (i.e. registered clause) as Clause 2 and Clause 4 (i.e. Object Clause) as Clause 3 of Memorandum of Association;
- d) To insert the following liability clause as Clause 4 in Memorandum of Association of the company:-
“The Liability of the member(s) is limited and this liability is limited to amount unpaid, if any, on the shares held by them;
- e) To delete from Clause 6 to Clause 13 (both inclusive) completely from Memorandum of Association of the Company;
- f) To delete Section A to Section C including Part I (i.e. properties belonging to the firm) to Part VI (i.e. All tenancy rights) completely from Memorandum of Association of the Company and
- g) To number subscriber table as Clause 6 in the Memorandum of Association of the Company;

”RESOLVED FURTHER THAT Shri R K Rajgarhia, Chairman, Shri Hari Ram Sharma, Managing Director and Miss Jyoti Upadhyay, Company Secretary of the Company be and are hereby jointly and/or severally authorised to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its members.”

ITEM NO. 2

TO ALTER OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION: -

“RESOLVED THAT pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (‘the Act’) and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded for effecting the following amendments in the existing Object Clause of the Memorandum of Association (MOA) of the company:-

1. To Insert the following sub-clause number as (iv) in Clause 3 (A) of Memorandum of Association of Companies dealing with the main objects of the company:

To act as holding Company and to invest either directly or through subsidiary(ies), associate(s) or group companies, the capital or other funds of the Company in the purchase of acquisition of or rights in moveable and immoveable property, share and securities, to use the capital, funds and assets of the Company as security for borrowing and the acquisition of or rights in moveable or immoveable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities and to arrange or provide financing facilities.

- 1(a) To substitute the heading of Clause 3(B) as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A)".

- 1(b) To substitute sub-clause 13, 20, 22 of Clause 3(B) of the Memorandum of Association of the companies with the following clauses:

13. To remunerate any person or the company for services rendered or to be rendered in placing or agreeing to place or guaranteeing the placing of any of the shares in Company’s capital or any debentures, or other securities of the company or in or about the formation or promotion of the company or the acquisition of property of the company or the conduct of its business subject to provisions of Companies Act, 2013

20. To amalgamate, acquire or enter into a merger with any company or companies or entity incorporated or not having objects altogether or in part similar to those of this Company and to undergo any valid process of reconstruction within the framework of the law and to enter into partnership or into any arrangement within the framework of the Companies Act for sharing profits, union of interests, cooperation, joint venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being carried on or conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for such other purposes that may seem calculated beneficial and conducive to the objects of the Company; and to lend money, to guarantee the contracts of or otherwise assist any such person, association, firm or company and to take or otherwise acquire and hold shares or securities of any such person, association, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.
 22. To deal in, purchase, sell, exchange and/or transfer securities, shares, debentures and all other forms of Investment either for ready or forward transactions and to carry on all kinds of investment business and to carry on business of underwriters, hire-purchase financing, financing of industrial enterprises, trade and business financing and deal in bills, notes, warrant coupons, import entitlement and other negotiable or transferable securities or documents, to guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business provided the company shall not carry on banking business as defined by Banking Regulations Act, 1949.
- 1(c) To insert following sub-clauses after sub-clause 23 in Clause 3(B) of the Memorandum & Association of the Company:
24. To sell any patent rights, brevets d'invention, copyrights, trademarks, or privileges belonging to the Company or which may be acquired by it, or any interest in the same and to grant licenses for the use of the same, or any of them, and to let or allow to be used or otherwise deal with any inventions, brevets d'invention, patents, copyrights, trademarks or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
 25. To create a Depreciation Fund, Reserve Fund, Insurance Fund, of any other Special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interest of the Company.
 26. To acquire and take over either the whole or any part of the business, goodwill, trade, patents and property, assets and liabilities of any person or persons, firm or corporation, carrying on any business, which the Company is authorised to carry on.
 27. To pay for any property or rights acquired by the Company either in cash, or fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another, and generally, on such terms as may be determined.
 28. To establish branches and agencies of the Company in India and elsewhere and to discontinue the same whenever necessary.
 29. To establish, form companies or associations for prosecution of execution of undertakings, works, projects or enterprises of any description, whether of a private or public character and to acquire and to dispose of shares and interest in such companies or associations or in any other company or association
 30. To undertake and execute trusts of all kinds, which may be conveniently undertaken or executed in earring on the objects of the Company.
 31. To collect rents and debts and to negotiate loans, to find investments and to issue and pledge shares, stock, debentures, debentures-stock or other securities.
 32. To employ the surplus funds available to the Company by investing same in financial portfolios that are managed by specialized companies and entities, and authorizing the Board of Directors of the Company to do so.
 33. To enter into arrangement with any government authorities, supreme, municipal, local or otherwise, or any person or company that may seem conducive to company's objects, and to obtain from any such government, authority, person or company, any rights, privileges, characters, contracts, licenses and concessions which the company may think fit and desirable to obtain and to carry out, exercise and comply therewith.
 34. To apply for and obtain any Act, charter, order, regulation, privilege, concession, license or authorization of any Government, state or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry any its objects into effect or for extending any of the powers of the company or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly to prejudice the company's interests; and to appropriate any of the company's shares, debentures or other securities and assists to defray the necessary cost, charges and expenses thereof.
 35. To refer or agree to refer any claim, demand dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the company and the member or members of his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform awards made there on, and to do all acts, deeds, matters and things necessary or expedient to carry out or enforce the awards.

36. To open accounts with any banks or financial institutions and to draw, make accept, endorse, discount, execute and issue bills of exchange, promissory notes, bill of lading, warrants, debentures and other negotiable or transferable instruments or securities.
37. Subject to the provisions of sections 123 of the Companies Act, 2013 to distribute among the members any property of the Company, or any proceeds, of sale or disposal of any property, of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction if any, for the time being required by law.
38. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially, and also to issue, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
39. To carry out in any part of the world all or any part of the Company's object as principal, agent, factory, trustee, contractor, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state body politic or government or colony or dependency thereof.
40. To carry on the business and profession of financiers and Hire purchase in all its branches and of commission agents, arhatias, brokers, banias, Trustees, Selling Agents, General Order suppliers, Contractors, representatives, sales organisers and any kind of commercial, financial and agency business.
41. To erect, construct, enlarge, acquire, work, use, barter, repair, renovate, manufacture, buy, sell, exchange, alter, improve, manipulate, refined, prepare for market, import, export, or otherwise handle or deal in machinery accessories, implements, apparatus, tool, appliances, utensils, substances, materials and things and commodities, Wholesale or retail necessary or convenient or capable of being used in any of the above specified business or proceedings or usual dealt in by persons engaged in the line.
42. To set up, acquire, take on lease or manage power plants and carry on business of generation or generation and distribution of electric, solar and any other type of power including thermal, hydel or power generated out of D.G. sets of turbines and to produce, manufacture, service deal buy and sell import or export, act as agents, maintain various types of power plants, generating set, turbine, transmission line and equipment and parts, machinery and other equipment required.
43. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue, such number of offices and agencies therein as may be convenient.
44. To procure the Company to be registered or recognized in any part of the world.
45. To enter into agreement with any company persons for obtaining by grant of license or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
46. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
47. Subject to Sections 73, 74 and 179, 185 and 186 of the companies Act, 2013 and the Regulations made therein and the directions issued by the Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the Company and at such time or times as may be expedient by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raise or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the company both present and future, including its uncalled capital, by special assignment or otherwise or the transfer or convey the same absolutely or in trust or to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities and to invest in the securities in any bodies corporate, mutual funds etc. provided that the company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
48. Subject to the provisions of section 67 of the Companies act, 2013, to invest other than investment in company's own shares and deal with moneys of the company not immediately required in such shares or upon securities or investment and in such manner as may from time to time, be determined.
49. To do all and everything necessary suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

- 1(d) To delete completely the Clause 3 (C) of Memorandum of Association of the Company which was dealing with the Other objects of the Company from Clause 3(C) (1) to Clause 3(C) (7).

"RESOLVED FURTHER THAT Shri R K Rajgarhia, Chairman, Shri Hari Ram Sharma, Managing Director and Miss Jyoti Upadhyay, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its members."

ITEM NO. 3

TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as SPECIAL RESOLUTION: -

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force ('the Act') and subject to the necessary approval(s) permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded for adoption of the new set of regulations of Articles of Association in substitution and to the entire exclusion of the regulation contained in the existing Articles of Association of the Company.

"RESOLVED FURTHER THAT Shri R K Rajgarhia, Chairman, Shri Hari Ram Sharma, Managing Director and Miss Jyoti Upadhyay, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its members."

Place: New Delhi
Date: 12.07.2017

By order of the Board
For **APM INDUSTRIES LIMITED**

Registered Office

SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
Rajasthan - 301 019

JYOTI UPADHYAY
COMPANY SECRETARY

NOTES

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolutions are annexed herewith.
2. The Postal Ballot Notice will be dispatched / sent to all the Members whose names appear in the Register of Members / Records of Depositories as on Thursday, 13th July, 2017 viz. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
3. Members who have registered their E-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by E-mail and Members who have not registered their E-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form in physical form.
4. Members who have received Postal Ballot Notice by E-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the Company's website www.apmindustries.co.in or seek duplicate Postal Ballot Form from the Company by sending a request mail on delhi@apmindustries.co.in.
5. Voting period will commence on and from Monday, 24th July, 2017 at 9:00 A.M. and ends on Tuesday, 22nd August, 2017 at 5:00 P.M.
6. In compliance with section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the company has provided the facility to Members to exercise their votes electronically and to vote on the resolutions specified above through e-voting service facility arranged by NSDL. The instruction for electronic voting are annexed to this notice.
7. Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), in the attached self-addressed postage pre-paid Envelope, so as to reach the Scrutinizer, Akash Gupta & Associates, Company Secretaries at M-17, Fourth Floor, Main Market, Greater Kailash – II, New Delhi -110048 or at the Corporate Office of the Company at 910, Chiranjiv Tower, 43- Nehru Place, New Delhi- 110019, on or before 5.00 PM on Tuesday, 22nd August, 2017. Please note that any Postal Ballot Form(s) received after the said date and time will be considered as invalid. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may download the Postal Ballot Form from the Company's website www.apmindustries.co.in or seek duplicate Postal Ballot Form from the Company.
8. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days (Monday to Saturday) up to 22nd August, 2017.
9. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.

INSTRUCTIONS FOR VOTING

Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.

PHYSICAL VOTING

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

VOTING THROUGH ELECTRONIC MEANS

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged National Securities Depository Limited ('NSDL'), to provide E-Voting facility to its Members. E-Voting is optional.

The E-Voting period begins on Monday, 24th July, 2017 at 9:00 A.M. and ends on Tuesday, 22nd August, 2017 at 5:00 P.M. The E-Voting module shall be disabled by NSDL for voting after 5:00 P.M on 22nd August, 2017. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. 13th July, 2017, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

1. In case of Members receiving e-mail from NSDL (For those members whose e- mail addresses are registered with Company/Depositories):
2. Open e-mail and open PDF file viz."APM Industries Limited" with your client ID or Folio No. as password containing your user ID and password for remote e- voting. Please note that the password is an initial password.
3. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
4. Click on Shareholder-Login.
5. Put user ID and password as initial password noted in step (2) above or provided in the physical postal ballot form. Click on Login.
6. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
8. Select "EVEN" of "APM Industries Limited".
9. Now you are ready for remote e-voting as Cast Vote page opens.
10. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. Once you have voted on the resolution, you will not be allowed to modify your vote.
13. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e- mail to akashguptacs86@gmail.com with a copy marked to evoting@nsdl.co.in.
14. For members whose email IDs are not registered with the Depository Participants(s) and who receive the physical postal ballot forms, the following instructions may be noted:

- a. The Initial user ID and password is provided at the bottom of the Postal Ballot Form.

EVEN (E-voting Event Number)	USER ID	PASSWORD

- b. Please follow all steps from Sl. No. (3) to Sl. No. (13) above, to cast vote.

15. In case of any queries, you may refer the frequently asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

16. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990. Further, in case of any grievances connected with the e-voting for postal ballot contact

Jyoti Upadhyay
Company secretary
Ph No. 011-26441016

Note: In case shareholders are holding shares in demat mode, user ID is the combination of DPID + Client ID.

In case shareholders are holding shares in physical mode, user ID is the combination of EVEN No. + Folio No.

17. The voting rights of members shall be proportion to their share of the paid up equity share capital of the company as on the relevant date i.e. 13th July, 2017.
18. Corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION NO. 1 TO 3 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 1 & 3

The existing Memorandum of Association (MOA) and Articles of Association (AOA) of the Company were framed in terms of provisions of Companies Act, 1956.

With the enactment of new Companies Act, 2013, it is considered expedient to amend the form of the existing Memorandum of Association to align it with the provisions of Companies Act, 2013.

In terms of Section 4(6) of the Companies Act, 2013, the Memorandum of Association of a company shall be in respective forms specified in Tables A, B, C, D and E in Schedule I as may be applicable to company.

Accordingly, board has proposed to amend Memorandum of Association of the company to align it with Table A (i.e. Memorandum of Association of a company limited by shares) of Schedule I of the Act.

Further, in the existing Articles the reference to specific sections of the Companies Act, 1956 are no longer in conformity with the provisions of the Companies Act, 2013.

Due to which these regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing regulations of Articles of Association of the company by adopting new set of regulations of Article of Association in line with the Companies Act, 2013.

A copy of the existing and proposed MOA and AOA would be available for inspection in physical at the registered office of the Company on all working day during business hours up to 22nd August, 2017 i.e. the last date of receiving Postal Ballot forms by scrutinizer) and is also available on the website of the company at <http://www.apmindustries.co.in/>.

The Board recommends the special resolution set out at Item No. 1 and 3 of the Notice for approval by the shareholders.

None of the Directors/Key Managerial Personnel of the company/their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 1 and 3 of the Notice.

ITEM NO. 2

Your Company is engaged in the business of production and selling of Man Made Fiber's Spun Yarn.

The Company is pursuing growth opportunities in various fields of business and always considers new business proposals which have good future prospects and potential to increase the shareholders return. The Company is investing in various shares, securities, mutual funds etc. from time to time from last many years and authorization is already provided in the other object clause for investing funds of the company in such avenues.

The Board in its meeting held on 20.03.2017, approved the hiving-off of the Finance & Investment business of the Company through a scheme of demerger. Pending the demerger of finance and investment business of the Company, it was proposed to carry on same as separate business undertaking. Therefore it is proposed to insert provision with respect to investing and financing business in main object clause of Memorandum of Association of the Company.

The Board of Directors of the company analyze that the change in the main object clause of the company by way of insertion of clauses is in the best interest of the company, shareholders and all other concerned stakeholders. The Board explains that the Company is not going to change the present business activity of the company by altering the Object Clause of Memorandum of Association. Such change in object clause may expand the business operation of the company and company will comply with the provisions of the Reserve Bank of India Act, 1934, to carry on activities of investing & financing.

Further, in terms of Section 4(1) (c) of the Companies Act, 2013, the Memorandum of Association of a company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance thereof. As such, the requirement of separately indicating the "main objects", "incidental or ancillary objects" and "other objects" under the erstwhile legislation has changed.

The board of directors' had approved the amendment in the Memorandum of Association of the Company with respect to the following, subject to the approval of members of the company:

- a. Clause 3(A) – Main Objects of the Company by way of insertion(s)
- b. Clause 3(B) - Matters which are necessary for furtherance of the Objects specified In Clause 3(B) by way of insertion(s)/ substitution(s)
- c. Clause 3(C) – Other objects deleted

A copy of the proposed set of altered Memorandum of Association would be available for inspection in physical at the registered office of the Company on all working day during business hours up to 22nd August, 2017 i.e. (the last date of receiving Postal Ballot forms by scrutinizer) and is also available on the website of the company at www.apmindustries.co.in

Except Shri R K Rajgarhia and Shri S G Rajgarhia, none of the Directors/Key Managerial Personnel of the company/their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in item no. 2 of the Notice.

Place: New Delhi
Date: 12.07.2017

By order of the Board
For **APM INDUSTRIES LIMITED**

Registered Office
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
Rajasthan - 301 019

JYOTI UPADHYAY
COMPANY SECRETARY

APM INDUSTRIES LIMITED

CIN: L21015RJ1973PLC015819

Registered Office: - SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar, Rajasthan- 301019

Corporate Office: 910, Chiranjiv Tower, 43- Nehru Place, New Delhi -110019

Telephone: (011)-26441015-17, **Fax:** (011)-26441018

Email: delhi@apmindustries.co.in **Website:** www.apmindustries.co.in

Sl. No.

POSTAL BALLOT FORM

1. **Name and Registered address of sole / first named shareholder :**
2. **Name or name(s) of the joint holders(s) if any :**
3. **Registered Folio No. /DP ID No. / Client ID No. :**
4. **No. of equity shares held :**

I/ We hereby exercise my/our votes in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice of the Postal ballot dated 12 July, 2017, by conveying my/our assent or dissent to said Resolutions by placing tick mark (✓) in the appropriate box below:

Item No.	Description of Special Resolutions	No. of Equity shares held	FOR	AGAINST
			I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	TO AMEND MEMORANDUM OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013			
2.	TO ALTER OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY			
3.	TO ADOPT NEW ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF THE COMPANIES ACT, 2013			

Place :

Date :

Signature of Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD

Note: Please read the instructions carefully before exercising your vote.

INSTRUCTIONS

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-Voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional. The detailed procedure for e-Voting is enumerated in the Notes to the Postal Ballot Notice.
2. A member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer, in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent at the expense of the registered shareholder will also be accepted.
3. In the case of shares held by Companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter with the attested specimen signature(s) of the duly authorized signatory(s) giving requisite authority to persons voting on the Postal Ballot Form. Where the Form has been signed by the representative of the President of India of the Governor of the State, a certified copy of the nomination should accompany the Postal Ballot Form. In case the Postal Ballot Form is signed by the Power of Attorney Holder, it needs to be accompanied by a certified true copy of the Power of Attorney (POA). The registration number of the POA needs to be mentioned below the signature of the Power of Attorney holder.
4. The consent must be accorded by recording the assent in the Column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate column.
5. The Member need not use all the votes or needs to cast all the votes in the same way.
6. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and address where duly completed postal ballot form has to be sent.
7. Duly completed postal ballot form should reach the scrutinizer or Corporate Office on or before 22nd August, 2017.
8. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/authority to vote on the postal ballot. A member may sign the form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the postal ballot form.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut -off date which is Thursday, 13th July, 2017.
10. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer or Corporate Office on or before 22nd August, 2017.
11. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint shareholders.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. The right of voting by Postal Ballot shall not be exercised by proxy.
14. A postal ballot form shall be considered invalid if-
 - (a) A form other than one issued by the company has been used;
 - (b) It has not been signed by or on behalf of the Member;
 - (c) Signature on the postal ballot form doesn't match the specimen signatures with the company
 - (d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - (e) Neither assent nor dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is received from a Member who is in arrears of payment of calls;
 - (j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
15. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
16. The result of the Postal Ballot shall be announced on Thursday, 24th August, 2017 at 01:00 p.m. at the Registered Office of the Company and the same will be posted on the website of the Company at www.apminindustries.co.in along with the Scrutinizer's Report.