NOTICE

NOTICE is hereby given that the **3rd** Annual General Meeting (AGM) of the Members of **APM Finvest Limited** will be held on **Saturday** the **28th** day of **September**, **2019** at **01:00 P.M.,** at its Registered Office at **SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Smt. Anisha Mittal (DIN: 00002252), who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E) as Statutory Auditors of the Company and fix their remuneration:

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

   "RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Fourth (4th) AGM of the Company to be held in year 2020, at such remuneration, including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS

4. **To Change Designation of Shri Ajay Rajgarhia (DIN: 01065833) as Managing Director on the Board of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) subject to such approvals, consents, permissions and sanctions of the concerned authorities as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or suggested by such concerned authorities while granting such approvals, consents, permissions and sanctions and as agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board'), approval of the members be and is hereby accorded to the change in designation of Shri Ajay Rajgarhia (DIN: 01065833) as Managing Director on the Board of the Company, without any remuneration, for a period of 5 (five) years effective from June 20, 2019.

   RESOLVED FURTHER THAT Shri Ajay Rajgarhia, Director, Shri Sanjay Rajgarhia, Director or Ms. Nidhi, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and also to file forms with respective Regulatory Authority which are necessary for the appointment and to send the necessary intimation to Registrar of Companies, Reserve Bank of India or any other respective regulatory authority."

5. **To appoint Shri Tribhuwan Nath Chaturvedi (DIN: 00002815) as Non Executive Independent Director on the Board of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 or any other applicable provision of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification(s) or re-enactments thereof for the time being in force), Shri. Tribhuwan Nath Chaturvedi (DIN: 00002815) who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director under Section 161(1) of the Companies Act, 2013 w.e.f. June 20, 2019 and who vacates his office at this annual general meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as a Non-Executive Independent Director on the Board of the Company for a period of 5 years i.e. June 20, 2019 to June 19, 2024."

   FURTHER THAT Mr. Ajay Rajgarhia, Director, Mr. Sanjay Rajgarhia, Director or Ms. Nidhi, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and also to file forms with respective Regulatory Authority which are necessary for the appointment and to send the necessary intimation to Registrar of Companies, Reserve Bank of India or any other respective regulatory authority."

6. **To appoint Smt. Nirmala Bagri (DIN:01081867) as Non Executive Independent Director on the Board of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 or any other applicable provision of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification(s) or re-enactments thereof for the time being in force), Smt. Nirmala Bagri (DIN: 01081867) who was appointed by the Board of

Directors as an Additional Director in the category of Non-Executive Independent Director under Section 161(1) of the Companies Act, 2013 w.e.f. June 20, 2019 and who vacates her office at this annual general meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as a Non-Executive Independent Director on the Board of the Company for a period of 5 years i.e. June 20, 2019 to June 19, 2024."

RESOLVED FURTHER THAT Mr. Ajay Rajgarhia, Director, Mr. Sanjay Rajgarhia, Director or Ms. Nidhi, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and also to file forms with respective Regulatory Authority which are necessary for the appointment and to send the necessary intimation to Registrar of Companies, Reserve Bank of India or any other respective regulatory authority."

7. To alter the Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:**

"**RESOLVED THAT** pursuant to letter submitted with the BSE Limited, along with listing application and other relevant annexures, in which it was confirm by the Company that "The Articles of Association of the Company" will contain, to the extent applicable, the provisions as specified in Rule 19(2)(a) of the Securities Contract (Regulation) Rules, 1957, for listing of 2,16,11,360 equity shares of Rs. 2/- each issued, pursuant to the Scheme of arrangement among APM Industries Limited (Demerged Company) and APM Finvest Limited (Resulting Company) and their respective shareholders and creditors in accordance with Section 230-232 of the Companies Act, 2013 for the demerger of 'Finance and Investment Undertaking' ('Demerged Undertaking') of APM Industries Limited and subsequently amalgamation of Demerged Undertaking with APM Finvest Limited and pursuant to the provisions of Section 14 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") or any other applicable provision of the Act or of any other applicable law for the time being in force and subject to such other approvals, permission and consents as may be required, if any, by the jurisdictional Registrar of Companies and any other statutory authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company in the manner as expressly described below."

1) **Insert the following second proviso in clause (i) of Regulation12 of Articles of Association of the Company:**

   "Provided that the fully paid shares will be free from all lien"

2) **Insert the following clause (i) in Regulation16 of Articles of Association of the Company and re-numbering of remaining clauses as clause (ii) and clause (iii):**

   "The right to make calls upon the members in respect of any monies unpaid on their shares shall be given only with the sanction of the Company in general meeting"

3) **Insert the following clause (c) in Regulation19 of Articles of Association of the Company:**

   "Any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared,"

4) **Insert the following clause(iii) in Regulation 21 of Articles of Association of the Company:**

   "(iii) the Company shall use a common form of transfer."

5) **Numbering of clause of Regulation 88 of the Article of Association of the Company as Clause (i) and inserting the following clause (ii) in Regulation 88 of the Articles of Association of the Company:-**

   "(ii) There will be no forfeiture of unclaimed dividends before the claim becomes barred by law."

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized jointly or severally, on behalf of the Company, to do all such acts, deeds, matters and things and to file such e-forms and to execute all such documents, papers and writings as may be necessary, proper or expedient to give effect to the aforesaid resolution."

Registered Office:
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
(Rajasthan) - 301019
Tel: (01493)- 265400,
Fax: (01493)-265413
e-mail: apmfinvestltd@gmail.com
website: www.apmfinvest.com

By Order of the Board

Nidhi
Company Secretary
(Membership No. 49524)

Place : **New Delhi**
Dated : **August 26, 2019**

NOTES

1. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.

   Information pursuant to Secretarial Standard-2 (SS–2) on "General Meetings" issued by The Institute of Company Secretaries of India for Item No. 4, 5, 6 & 7 has been given in the respective explanatory statement annexed to this notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   A person can act as proxy on behalf of members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint one person as proxy and such person shall not act as proxy for any other person or member. The instrument appointing a proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A proxy form is annexed herewith.

3. Corporate Members intending to send their authorised representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative (s) to attend and vote on their behalf at the Meeting.

4. All the documents referred to in the Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours upto the date of the Meeting.

   Further, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

5. Members /Proxies /Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.

6. In case of joint holders attending the AGM, the Member whose name appears as the ûrst holder in the order of names as per the Register of Members of the Company will be entitled to vote.

7. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(4) of Companies (Share Capital and Debentures) Rules, 2014, members of the Company may nominate a person in whom the shares held by him/ them shall vest in the event of his/ their unfortunate death. Accordingly, members holding shares in physical form, desirous of availing this facility may submit nomination in Form SH-13 to RTA of the Company. In respect of shares held in dematerialised form, the nomination form may be filed with the concerned Depository Participant.

8. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 (three) days written notice is given to the Company.

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2019** to **Saturday, September 28, 2019** (both days inclusive) for the purpose of Annual General Meeting.

10. All share and dividend related correspondence may be sent to RTA at the following address:

    Skyline Financial Services Private Limited

    D-153 A, 1st Floor, Okhla Industrial Area,

    Phase-I, New Delhi-110020

    Tel: 011-40450193-97

    Fax: 011-26812682-83

    Email: admin@skylinerta.com

    In all correspondence, please quote your DP ID & Client ID or Folio Number.

11. **Change of Address or Other Particulars**

    Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service ("NECS") mandates, etc. under the signature of the registered holder(s) to:

    - RTA of the Company in respect of shares held in physical form; and
    - The Depository Participants in respect of shares held in electronic form.

12. **Green Initiative** – Members who are yet to register/ update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode. Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at admin@skylinerta.com or apmfinvestltd@gmail.com.

    Member holding shares in dematerialized form may get email address registered/updated by providing E-mail ID to their Depository Participant(s).

13. Notice of the AGM (along with Attendance Slip, Proxy Form and Route Map) and the Annual Report for the Financial Year 2018-19 are being sent electronically to the members whose E-mail IDs are registered with the Company / Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have requested for physical copy or who have not registered their email address, physical copies of the Notice and Annual Report are being sent through permitted mode.

14. Queries on the Annual Report and operations of the Company, if any, may please be sent to the Company at least seven days prior to the date of the AGM so that answers may be provided at the Meeting.

15. With a view to serving the Members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company or RTA to consolidate their holdings in one folio.

16. The Notice of the AGM and the Annual Report for the Financial Year 2018-19 are also be available on the Company's website www.apmfinvest.com. The Notice is also available on www.evoting.nsdl.com.

17. The Company has a dedicated E-mail address apmfinvestltd@gmail.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your queries at the earliest.

The Company's website www.apmfinvest.com has a dedicated section on Investors.

18. Voting Options:

The business set out in the Notice of the AGM may be transacted through electronic voting system or Polling Paper. The Company is providing facility for voting by electronic means. Information relating to remote e-Voting facility and voting at the AGM is given below:

Voting through electronic means-

I. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (the **'ICSI'**), the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system from a place other than venue of the Meeting (“**remote e-Voting**”) in respect of all resolutions proposed to be considered at the 3rd AGM to be held on Saturday, September 28, 2019 at 01:00 P.M. The Company has engaged services of National Securities Depository Limited (hereinafter referred as “**NSDL**”) to provide remote e-Voting facility of casting the votes by the members.

II. The facility for voting through Polling Paper (“Poll”) shall also be made available at the AGM and the members attending the Meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the Meeting through Poll at the AGM.

III. The shareholders can opt for only one mode of voting i.e. remote e-Voting or Poll at the meeting. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and voting through Poll at the Meeting will not be considered. The members who have cast their vote by remote e-Voting may also attend the Meeting but shall not be entitled to cast their vote again.

IV. The remote e-Voting period commences at **9:00 A.M. (IST)** on **Wednesday, September 25, 2019** and ends at **5:00 P.M. (IST)** on **Friday, September 27, 2019**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date **Saturday, September 21, 2019** (“Cutoff date”), may cast their vote by remote e-Voting. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by NSDL upon expiry of aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for remote e-Voting are as under:

a) Members whose email address is registered with the Company / Depository Participant will receive an e-mail from NSDL. Open e-mail and open PDF file viz.; “Remote e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password for remote e-Voting. Please note that the password is an initial password. Members are requested to go through the following steps to cast votes through remote e-Voting.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

i.) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.

ii.) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.

iii.) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com / with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

iv.) Your User ID details will be as per details given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
b) For Members who hold shares in demat account with CDSL. ***	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical . Form	EVEN Number followed by FolioNumber registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v.) Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

2. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

vi.) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details / Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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

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

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

ix.) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

i.) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ii.) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

iii.) Select "EVEN" of the Company for which you wish to cast your vote.

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

v.) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

vi.) Upon confirmation, the message "Vote cast successfully" will be displayed.

vii.) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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

General Guidelines for shareholders:

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail contact@csrsm.com to with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or voting at the AGM through Polling Paper. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

5. Please note that the members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of Polling Paper at the AGM. Votes cast under Poll taken together with the votes cast through remote e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the AGM.

6. Mr. Ravi Sharma (FCS No. 4468, C.P. No.: 3666), and/or Ms. Suman Pandey (FCS No. 7606, C.P. No.: 8404) Partners of M/s. RSM & Co., Company Secretaries, has been appointed as 'Scrutinizer' to scrutinize the remote e-Voting and Poll process in a fair and transparent manner.

7. The Chairman shall, at the end of discussion on the resolutions placed at the AGM on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of

Polling Paper for all those members/ proxies who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

8. The Scrutinizer shall after the conclusion of voting at the AGM, would ûrst count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 3 days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Board who shall countersign the Scrutinizer's Report. The result shall be declared by the Chairman or a person as authorised by him in writing.

9. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.apmfinvest.com and on the website of NSDL immediately after declaration of result by the Chairman or a person so authorised. The results shall be displayed at the Registered Office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019.

10. In case of any queries or grievances relating to e-Voting, you may contact Mr. Nipul Shah, Assistant Manager, NSDL, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India through e-mail at evoting@nsdl.co.in or on Toll Free No.: 1800-222-990 / Telephone No.: 022- 24994738 OR Mr. Virender Kumar Rana, Director, Skyline Financial Services Pvt Ltd., D-153A, 1st floor, Okhla Industrial Area, Phase-I, New delhi-110020, India through e-mail at admin@skylinerta.com or on Telephone No.: 011-40450193-97.

11. Members may also write to the Company Secretary of the Company at the address: apmfinvestltd@gmail.com or contact at telephone no. 011-26441015.

b) For Members whose e-mail address is not registered with the Depository Participants(s) or who had requested a physical copy shall follow the below mentioned steps:

i. Initial password is provided at the bottom of the Attendance Slip for the Meeting.

ii. Please follow Steps 1 and 2 as explained above, to cast your vote.

iii. The voting rights of Members shall be proportionate to their share of the paid-up capital of the Company as on the cut-of date i.e. **Saturday, September 21, 2019.** Any person becoming Member of the Company after the dispatch of the Notice convening 3rd AGM and holding shares as on the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in or admin@skylinerta.com.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT [In pursuance of Secretarial Standard on General Meetings (SS-2)]

Particulars	**Item No. 2**	**Item No. 4**	**Item No. 5**	**Item No. 6**
Name of the Director	**Smt. Anisha Mittal**	**Shri Ajay Rajgarhia**	**Shri Tribhuwan Nath Chaturvedi**	**Smt. Nirmala Bagri**
Director Identification Number (DIN)	00002252	01065833	00002815	01081867
Date of Birth	26/04/1974	20/08/1967	15/01/1959	13/10/1947
Age	45 Years	52 Years	60 Years	71 years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on Board	13th May, 2016	13th May, 2016	20th June, 2019	20th June, 2019
Qualification	M.B.A. in Finance	M.B.A. in Finance	Chartered Accountant	B.A.
Experience	17 Years	27 Years	32 Years	40 years
Nature of his expertise in specific functional areas	Wide Expertise in the field of Finance.	Wide Expertise in the field of Finance and Textile Industry	Wide Expertise in Institutional Finance, Corporate Restructuring, Financial due diligence, Auditing, Corporate Laws and Taxation	Wide Expertise in the field of Finance, Accounts and Human Resource Operations
Terms & Conditions for appointment/ re-appointment	As per the Companies Act, 2013	As per the Companies Act, 2013	As per the Companies Act, 2013	As per the Companies Act, 2013
Details of Remuneration	Nil	Nil	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil	Nil
Shareholding in APM Finvest Limited (No. & %)	398770 (1.85%)	2275000 (10.53%)	Nil	Nil
List of Directorships held in other Companies	-Sheevam Comfort Hotels Private Limited -Madhushree Properties (P) Limited -Rovo Marketing Private Limited -Blue Mountain Advisors India Private Limited	-Aamir Exim Private Limited -Rajgarhia Leasing and Financial Services Pvt. Ltd. -Axis Cottex Private Limited	Nil	-Godfrey Phillips India Limited -Clear Water Limited -Bagri Udygo Private Limited
Memberships / Chairmans of Committees in APM Finvest Limited	-Member of Nomination and Remuneration Committee	Member of Stakeholders Relationship Committee	-Chairman of Audit Committee -Member of Nomination and Remuneration Committee	-Member of Audit Committee -Chairperson of Nomination and Remuneration Committee Chairperson of Stakeholders Relationship Committee
Memebers/Chairman other Public Companies	Nil	Nil	Nil	Nil
Relationship with other directors	She is not related to any other Director and KMP of the Company	Shri Ajay Rajgarhia being brother of Shri Sanjay Ragarhia, Director, is related to him. He is not related to any other Director and KMP of the Company	He is not related to any other Director and KMP of the Company.	She is not related to any other Director and KMP of the Company
Number of Meetings of the Board attended during the year	**Five**	**Five**	Nil**	Nil**

* All the committees constituted on June 20, 2019.

** Shri Tribhuwan Nath Chaturvedi and Smt. Nirmala Bagri appointed on the Board of the Company on June 20, 2019.

EXPLANATORY STATEMENT

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

Items to Special Business

Item No. 4

Shri Ajay Rajgarhia (DIN: 01065833), 52 years, has over 27 years of rich experience in financing activities. He holds Master's degree in finance from William E Simon Graduate School of Business Management University of Rochester, USA. Shri Ajay Rajgarhia joined the Board of the Company on May 13, 2016.

The Board of Directors vide resolution dated June 20, 2019 change the designation of Shri Ajay Rajgarhia for a period of five years without any remuneration from June 20, 2019 to June 19, 2024 subject to the approval of shareholders in the 3rd Annual General Meeting.

Broad particulars of the terms of appointment and remuneration payable to Shri Ajay Rajgarhia is as under:

a. Remuneration: Nil

b. No sitting fees will be paid to Shri Ajay Rajgarhia for attending the meetings of Board of Directors or Committees thereof.

c. Shri Ajay Rajgarhia shall be entitled to reimbursement of all legitimate expenses incurred by him in performance of his duties and such reimbursement will not form part of his remuneration.

d. Shri Ajay Rajgarhia can resign from the services of the Company at any time by giving three months' notice. Similarly, his services can be terminated at any time by giving three months' notice.

Shri Ajay Rajgarhia has given his consent to act as Managing Director and he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board recommends the Ordinary Resolution at Item No. 4 of this Notice for approval of the Members.

Shri Ajay Rajgarhia being brother of Shri Sanjay Rajgarhia, Director of the Company. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out in item No. 4 of the Notice.

Item No. 5

Shri Tribhuwan Nath Chaturvedi (DIN: 00002815), age of 60 years, Chartered Accountant. He is having more than 32 years of experience in the field of institutional finance, corporate restructuring, financial due diligence, auditing, corporate law and taxation. Shri Tribhuwan Nath Chaturvedi joined the Board of the Company on June 20, 2019 as an Additional Director in the category of Non-Executive Independent Director.

The Board of Directors vide resolution dated June 20, 2019 proposes the appointment of Shri Tribhuwan Nath Chaturvedi as Additional Director in the category of Non Executive Independent Director, for a term of five years from June 20, 2019 up to June 19, 2024, not liable to retire by rotation, subject to the approval of shareholders in the 3rd Annual General Meeting.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder.

In the opinion of the Board, he fulfills the conditions specified in the Act for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable laws for the time being in force, the appointment of Shri Tribhuwan Nath Chaturvedi as Independent Director is now being placed before the Members for their approval by way of Ordinary Resolution.

The Board recommends the Ordinary Resolution at Item No. 5 of this Notice for approval of the Members.

Except Shri Tribhuwan Nath Chaturvedi, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out in item No. 5 of the Notice.

Item No. 6

Smt. Nirmala Bagri (DIN: 01081867), 71 years of age, B.A. She is having more than 40 years of experience in the field of Finance, Accounts and Human Resource Operations. Smt. Nirmala Bagri joined the Board of the Company on June 20, 2019 as an Additional Director in the category of Non-Executive Independent Director.

The Board of Directors vide resolution dated June 20, 2019 proposes the appointment of Smt. Nirmala Bagri as an Additional Director in the category of Non-Executive Independent Director, for a term of five years from June 20, 2019 up to June 19, 2024, not liable to retire by rotation, subject to the approval of shareholders in the 3rd Annual General Meeting.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder.

In the opinion of the Board, she fulfills the conditions specified in the Act for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable laws for the time being in force, the appointment of Smt. Nirmala Bagri as Independent Director is now being placed before the Members for their approval by way of Ordinary Resolution. The Board recommends the Ordinary Resolution at Item No. 6 of this Notice for approval of the Members.

Except Smt. Nirmala Bagri, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financial or otherwise, in the resolution set out in item No. 6 of the Notice.

Item No. 7

The Company has submitted the listing application and other relevant annexures along with letter submitted with the BSE Limited, in which it was confirmed by the Company that "The Articles of Association of the Company" will contain, to the extent applicable, the provisions as specified in Rule 19(2)(a) of the Securities Contract (Regulation) Rules, 1957, for listing of 21,611,360 equity shares of Rs. 2/- each issued, pursuant to the Scheme of arrangement among APM Industries Limited (Demerged Company) and APM Finvest Limited (Resulting Company) and their respective shareholders and creditors in accordance with Section 230-232 of the Companies Act, 2013 for the demerger of 'Finance and Investment Undertaking' ('Demerged Undertaking') of APM Industries Limited and subsequent amalgamation of Demerged Undertaking with APM Finvest Limited.

As per Regulation 19(2)(a) of the Securities Contracts (Regulation) Rules, 1957, the Company will substitute the following Regulations in the articles of association of the Company:-

(i) that the company shall use a common form of transfer,

(ii) that the fully paid shares will be free from all lien, while in the case of partly paid shares, the company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares,

(iii) that any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared,

(iv) there will be no forfeiture of unclaimed dividends before the claim becomes barred by law,

(v) that option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.

Pursuant to the Section 14 of the Companies Act, 2013, alteration/substitution in Articles of Association of the Company requires, consent of the members by way of special resolution.

A copy of Articles of Association of the Company as on date and also indicating the proposed alteration/substitutions will also be available for inspection at the Registered Office of the Company during normal business hours on working days.

None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Registered Office: By Order of the Board
SP-147, RIICO Industrial Area,
Bhiwadi, Dist. Alwar
(Rajasthan) - 301019
Tel: (01493)- 265400, **Nidhi**
Fax: (01493)-265413 **Company Secretary**
e-mail: apmfinvestltd@gmail.com **(Membership No. 49524)**
website: www.apmfinvest.com

Place : **New Delhi**
Dated : **August 26, 2019**