NOTICE

NOTICE is hereby given that the **4th** Annual General Meeting (AGM) of the Members of **APM Finvest Limited** will be held on **Wednesday,** the **30th day of September, 2020** at **02:30 P.M**., through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") 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, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Sanjay Rajgarhia (DIN: 00154167), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), be and is hereby re-appointed as Statutory Auditors of the Company to hold office, for a term of 5 (Five) consecutive years from Financial year 2020-21 to 2024-25, from the conclusion of this Annual General Meeting (AGM) till the conclusion of Nineth AGM to be held in the Year 2025, at a remuneration of Rupees 2,45,000 (Rupees Two Lakh and Forty Five Thousand Only) plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred, to examine and conduct the audit of the accounts of the Company for the financial year 2020-21, with the power to the Board of Directors to alter and vary the terms and conditions of re-appointment, revision including upward revision in the remuneration for remaining tenure of 4 (Four) years, in such manner and to such extent as may be mutually agreed with the Auditors."

SPECIAL BUSINESS

4. **To Appoint Shri Manish Garg (DIN: 01324631) as 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 an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the Act, Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Nomination and Remuneration Policy of the Company, Shri Manish Garg (DIN: 01324631), who was appointed as an Additional Director (Independent) of the Company with effect from August 19, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Act and Articles of Association of the Company and who has submitted a declaration that he meets the criteria for independence as provided under the Act and Listing Regulations, be and is hereby appointed as an Independent Director to hold office for a term of 5 (Five) consecutive years with effect from August 19, 2020 to August 18, 2025."

5. **To approve Material Related Party Transaction**

   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 188 of the Companies Act, 2013, ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into material related party transactions with APM Industries Limited, a related party within the meaning of the Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for giving loan, on such terms and conditions as the Board of Directors may deem fit, up to a maximum outstanding amount of Rupees 5 (five) Crore (Rupees Five Crores) during the financial year 2020-21.

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**
For APM Finvest Limited

Nidhi
Company Secretary
(M. No. 49524)

Place : New Delhi
Dated : August 19, 2020

NOTES:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. An Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Item No. 3 to 5 to be transacted at the Annual General Meeting is annexed hereto.

   Information pursuant to provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for Item No. 2, is annexed to this notice.

   The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS–2) on "General Meetings" issued

by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed to the Notice.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

4. Attendance of the Members participating in the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Corporate Members are required to scan and send a certified true copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representatives to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by e-mail through their registered e-mail address to apmfinvestltd@gmail.com.

6. Relevant documents as required by law and referred to in the accompanying Notice and in the Explanatory Statement shall be available for inspection through electronic mode. Members may write to the Company on apmfinvestltd@gmail.com for inspection of said documents and the same will also be available for inspection by the members during the AGM, upon login at NSDL e-voting system at www.evoting.nsdl.com.

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

8. 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.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, **September 23, 2020** to **Wednesday, September 30, 2020** (both days

10. All sharescorrespondence may be sent to RTA at the following address:

Skyline Financial Services Private Limited
(Unit: APM Finvest Limited)
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020
Tel: 011-40450193-97
Fax: 011-26812682 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 name, address (with PIN Code), telephone/mobile numbers, E-mail ID, Permanent Account Number (PAN), nominations, mandate instructions, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC 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. The Securities and Exchange Board of India has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.

13. The Securities and Exchange Board of India vide its circular no. SEBI/ HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the Company in physical form, to furnish to the Company / its Registrar and Transfer Agent, the details of their valid Permanent Account Number (PAN) and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Company or RTA.

14. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact the Company or Company's Share Transfer Agent, Skyline Financial Services Private Limited for assistance in this regard.

15. 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).

16. In compliance with the MCA Circulars and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the 4th AGM along with the Annual Report for Financial Year 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / National Securities Depository Limited and Central Depository Services (India) Limited ('the Depositories').

17. 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.

18. 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.

19. The Notice of the AGM and the Annual Report for the Financial Year 2019-20 are also be available on the Company's website and Stock Exchange i.e. www.apmfinvest.com and www.bseindia.com. The Notice is also available on www.evoting.nsdl.com.

20. 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.

21. Voting Options:

The business set out in the Notice of the AGM may be transacted through electronic voting system or voting at AGM. 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:

A. 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, Regulation 44 of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (the '**ICSI**'), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

II. The remote e-Voting period commences at **9:00 A.M. (IST)** on **Sunday, September 27, 2020** and ends at **5:00 P.M. (IST)** on **Tuesday, September 29, 2020**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date **Thursday, September 24, 2020** ("Cutoff date"), may cast their vote by remote e-Voting. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

III. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

IV. 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/ either on a Personal Computer or on a mobile.

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 Folio Number 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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 apmfinvestltd@gmail.com

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. In case of any queries or grievances relating to e-Voting, you may contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India through e-mail at evoting@nsdl.co.in/pallavid@nsdl.co.in or on Toll Free No.: 1800-222-990 / Telephone No.: 022- 24994545 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.

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

   i. Physical Holding:- Send a request to the Registrar and Share Transfer Agent at admin@skylinerta.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

      Demat Holding:- Send a request to the Registrar and Share Transfer Agent at admin@skylinerta.com providing DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card).

   ii. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

B. Instructions for members for attending the AGM through VC / OAVM are as under:

I. Member will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same at https://www.evoting.nsdl.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned as above to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

II. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at apmfinvestltd@gmail.com from **9:00 A.M. (IST)** on **Thursday, September 24, 2020** and ends at **5:00 P.M. (IST)** on **Saturday, September 26, 2020.** Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

III. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

IV. Members who need assistance before or during the AGM, can contact Skyline Financial Services Private Limited on lokesh@skylinerta.com or contact Mr. Lokesh Sharma, Mobile Number 9910026709.

Other Instructions:

1. 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. A person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

2. Please note that the Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

3. 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 voting during AGM in a fair and transparent manner.

4. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and voting at AGM by electronic means and shall make, not later than 48 hours 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.

5. 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 authorized by him and the results shall also be communicated to the Stock Exchange. The results shall be displayed at the Registered Office at SP-147, RIICO Industrial Area, Bhiwadi, Dist. Alwar (Rajasthan) – 301019.

6. Members may also write to the Company Secretary of the Company at the address: apmfinvestltd@gmail.com or contact at telephone no. 011-26441022.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

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

Particulars	**Item No. 2**	**Item No. 4**
Name of the Director	Shri Sanjay Rajgarhia	Shri Manish Garg
Director Identification Number (DIN)	00154167	01324631
Date of Birth	February 21, 1963	July 16, 1970
Age	57 Years	50 Years
Nationality	Indian	Indian
Date of first Appointment on Board	May 13, 2016	August 19, 2020
Qualification	B. Com (H)	B.Com
Brief resume including experience, expertise in specific functional areas	He is having more than 30 years of rich experience in the field of Financing, Investing and Taxation. He has been associated with the Company from the day of Incorporation. He is one of the promoters, industrialist and Vice Chairman and main contributor to the growth and development of the Company. His experience and knowledge about the Finance market is very much helpful for the Company. He has also gained so much exposure in the field of NBFC's.	He is having 24 years of experience. He has rich experience in the field of Direct Taxes and handled various tax matters. He conducted Audit of many Public Sector Undertakings.
Terms & Conditions for appointment/re-appointment	As per the Companies Act, 2013	He is appointed as Additional Director (Independent Director) on the Board of the Company for a period of 5 consecutive years from August 19, 2020 to August 18, 2025 subject to the approval of members at this Annual General Meeting and shall not be liable to retire by rotation.
Details of Remuneration / Remuneration last drawn	He is eligible to receive sitting fee for attending the Board/ or Committee meetings	He is eligible to receive sitting fee for attending the Board/ or Committee meetings
Shareholding in APM Finvest Limited (No. & %)	420000 (1.94%)	Nil
List of Directorships held in other Companies	- Faridabad Paper Mills Private Limited - Perfectpac Limited - Rajgarhia Leasing and Financial Services Pvt. Ltd. - Indian Corrugated Case Manufacturers Association	Sumarg Education Resources Private Limited
Members / Chairman of Committees in APM Finvest Limited	- Member in Audit Committe - Member in Stakeholders Relationship Committee	Nil
Members / Chairman of in other Public Companies	- Member in Audit Committe, Perfectpac Limited - Member in Stakeholders Relationship Committe, Perfectpac Limited - Member in Corporate Socaial Restponsibility Committe, Perfectpac Limited	Nil
Relationship with other directors	Shri Sanjay Rajgarhia being brother of Shri Ajay Rajgarhia, Managing Directore is related to him. He is not related to any other Director and KMP of the Company	None
Number of Meetings of the Board attended during the year	Disclosed in the Corporate Governance Report forming part of Annual Report.	Nil

EXPLANATORY STATEMENT

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

Items to Special Business

Item No. 3

(Disclosure Pursuant to Regulation 36(5) of Listing Regulations)

In terms of Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, made thereunder, lays down the criteria for appointment of Auditors. At 3rd Annual General Meeting of the Company, M/s Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E) were appointed in casual vacancy caused due to Resignation of M/s Narendra Singhania & Co., Chartered Accountants (Firm Registration No. 009781N), and hold office up to the conclusion of this Annual General Meeting.

On the recommendation of Audit Committee, the Board of Directors ('the Board') at its meeting held on August 19, 2020 has recommended the re-appointment of Chaturvedi & Partners, Chartered Accountants (Firm Registration No. 307068E), as Auditors of the Company to hold office for a period of 5 (Five) consecutive years from the conclusion of this (4th) Annual General Meeting till the conclusion of the 9th Annual General Meeting of the Company, to be held in year 2025. The Board also recommended the remuneration of Chaturvedi & Partners as set out in the Resolution relating to their appointment, for the approval of the Members.

Chaturvedi & Partners has more than 30 years of vast experience in Audit, Taxation and other services for various listed and unlisted companies, being Statutory Auditors. The firm has 7 (seven) partners and has a valid Peer Review certificate.

The Board considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge, relevant experience etc., and found Chaturvedi & Partners to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

The proposed Auditors have consented to the aforesaid re-appointment and confirmed that their re-appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be re-appointed as Auditors of the Company and certified that satisfies the criteria provided under section 141 of the Act and rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the proposed resolution.

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

Item No. 4

In terms of the Nomination and Remuneration Policy of the Company and based on the recommendations of Nomination and Remuneration Committee, the Board of Directors has appointed, subject to the approval of the members at the AGM, Shri Manish Garg (DIN: 01324631) as Non-Executive Independent Director of the Company, with effect from August 19, 2020. Shri Manish Garg has given his consent to act as Director. He has also given declaration to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he meets the criteria of Independence as specified under Section 149 of the Act and the Listing Regulations.

In the opinion of the Board, Shri Manish Garg possess appropriate skills, experience & knowledge which would enable the Board to discharge its functions and duties effectively, and fulfils the conditions for appointment as an Independent Director as specified in the Act read with rules made thereunder and the Listing Regulations and that he is independent of the management. The disclosures including brief resume and other details prescribed under Regulation 26(4) and 36(3) of the Listing Regulations read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') are provided above of the Notice.

Copy of Appointment Letter setting out terms and conditions of his appointment is available for inspection by Members at the Registered Office as well as at Corporate Office of the Company on all working days during normal business hours upto the date of AGM. The terms and conditions of their appointment, being Independent Directors, posted on the Company's website www.apmfinvest.com.

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

None of the Directors or Key Managerial Personnel or their relatives except Shri Manish Garg, the proposed appointee, is concerned or interested, financially or otherwise, in this proposed Resolution.

Item No. 5

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

Approval of the Members is sought to enable the Board for entering into contracts/ arrangements/ agreements/ transactions (including any modifications, alterations, amendments or renewal thereto) with the said parties subject to the limits mentioned below:

Name of Related Party:- APM Industries Limited

Nature of Relationship:- Promoters having significant influence

Nature of transaction:- Loans, unsecured, short term and long term

Amount:- up to Rs. 5 Crores.

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that all entities falling under the definition of related parties shall not vote to approve any related party transaction, irrespective of whether the entity is a party to the transaction or not. Therefore, none of the Promoter Group entities holding share(s) will vote on the above Resolution.

The material contracts/arrangements/transactions with APM Industries Limited have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

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

None of the Directors except Shri Sanjay Rajgarhia, Vice-chairman, Ajay Rajgarhia, Managing Director and Anisha Mittal, Director or Key Managerial Personnel of the Company are interested, financial or otherwise, in the proposed resolution.

By **Order of the Board**
For APM Finvest Limited

Nidhi
Company Secretary
(M. No. 49524)

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Place : New Delhi
Dated : August 19, 2020