

ALPS INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the Fiftieth Annual General Meeting (AGM) of the Members of **Alps Industries Limited (CIN: L51109UP1972PLC003544)** will be held on Monday, August 08, 2022 at 3:00 P.M. through Video Conference (VC)/Other Audio Visual Means (OAVM) **at the registered office of Company located at Plot No.15-B, G.T. Road, Chaudhary Morh, Ghaziabad, UP 201001** to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet for the financial year ended on March 31, 2022, the statement of Profit and Loss Account for the year ended on that date, cash flow and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Pramod Kumar Rajput, (DIN:00597342) Non-Independent and Executive Director, retires by Rotation and being eligible, offers himself, for the reappointment.

SPECIAL BUSINESS:

3. **To consider and approve the re-appointment of Mr. Sandeep Agarwal (DIN: 00139439) as Managing Director for a further period of Three Years w.e.f 01-04-2023 to 31-03-2026 and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution**

“RESOLVED THAT in terms of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the limits as specified in Schedule V of the said Act, further subject to the approval of the Central Government and the concerned authorities including National Company Law Tribunal (NCLT) as may be applicable, Mr. Sandeep Agarwal (DIN No. 00139439) be and is hereby re-appointed as Managing Director of the Company for a further period of three years w.e.f. 01.04.2023 to 31.03.2026 in terms of the provisions of point No. (iii) of section II of part II schedule V of the Companies Act 2013, due to company having no profit and in default of payment to lenders, on the terms and conditions, including the increment in remuneration, subject to the Notification No. S.O. 4822(E) dated 12th September, 2018 exempting the approval from the Central Government as are set out in the draft Agreement, be entered into between the Company and Mr. Sandeep Agarwal given hereunder:

1) Salary and Commission:

Salary : Rs. 931,700/- per month with increment of 10% per annum due on April each year.

Commission: At a rate to be determined by the Board of Directors each Year.

Provided further that the aggregate amount of remuneration payable to the appointee in a particular financial year will be subject to the overall ceiling limit laid down in Sections 196 to 200 of the Companies Act, 2013.

2) Perquisites :

- (a) Furnished residential accommodation inclusive of facilities such as electricity, water and gas.
- (b) Full reimbursement of all medical expenses for self and family.
- (c) Leave travel facility for self and family once a year.
- (d) Fees of Clubs subject to a maximum of two Clubs.
- (e) Personal accident and medical insurance.
- (f) Contributions to Provident Fund, Superannuation or Annuity Fund
- (g) Gratuity as per law
- (h) Encashment of leave at the end of tenure of office.
- (i) Free passage for self and family together with cost of transportation of household items at the end of tenure of office.

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(j) Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Long distance telephone calls and use of car for personal purposes will be billed by the Company.

(k) Reimbursement of entertainment, traveling and other expenses actually incurred for business of the Company.

3) Minimum Remuneration :

If in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the appointee shall be entitled to minimum remuneration by way of salary, perquisites, allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V of the Companies Act, 2013. Provided further that following perquisites which are also allowed to him shall not be included in the computation of this ceiling:

- a. Contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- b. Gratuity as per law.
- c. Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT in the event of any relaxation by the Central Government in Guidelines/Ceilings on managerial remuneration and/or perquisites, the Board of Directors be and are hereby authorized to alter and vary the terms and conditions (including salary, commission, perquisites and other allowances) of the said Agreement, so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013 as may be agreed between the Board of Directors and Mr. Sandeep Agarwal, by suitably amending it to give effect to such modification, relaxation or variation without any further reference to the Company in general meeting.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to comply with all other legal and procedural requirements under the Companies Act, 2013 and rules framed there under"

4.To consider and approve the appointment of Mr. Arun Kumar Pal (DIN: 09576141), as Independent Director and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 read with the provisions of Regulation 16(1)(b) Regulation 17 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015("Act"), **Mr. Arun Kumar Pal (DIN: 09576141)**who was appointed as an additional Independent Director of the Company on 13th May, 2022, and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for the **First Term** for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027on such terms and conditions of his appointment as an Independent Director of the Company as defined in explanatory statement and required under the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under secretarial standard as applicable.

RESOLVED FURTHER THAT in order to give effect to the above resolution, Board of Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution".

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5.To consider and approve the appointment of Mr. Arun Kumar Bhatler (DIN: 07957636), as Independent Director and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 read with the provisions of Regulation 16(1)(b) Regulation 17 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Act”), **Mr. Arun Kumar Bhatler (DIN: 07957636)** who was appointed as an additional Independent Director of the Company on 13th May, 2022, and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for the **First Term** for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027 on such terms and conditions of his appointment as an Independent Director of the Company as defined in explanatory statement and required under the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under secretarial standard as applicable

RESOLVED FURTHER THAT in order to give effect to the above resolution, Board of Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.

6.To consider and approve the appointment of Mr. Vikas Lamba (DIN: 09573001) as Independent Director and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 read with the provisions of Regulation 16(1)(b) Regulation 17 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Act”), **Mr. Vikas Lamba (DIN: 09573001)** who was appointed as an additional Independent Director of the Company on 13th May, 2022, and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for the **First Term** for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027 on such terms and conditions of his appointment as an Independent Director of the Company as defined in explanatory statement and required under the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under secretarial standard as applicable.

RESOLVED FURTHER THAT in order to give effect to the above resolution, Board of Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.

7.To consider and approve the appointment of Mrs. Shikha (DIN: 09573028), as Independent Director and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,150, 152, and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) read with Schedule IV of the Companies Act,2013 read with the provisions of Regulation 16(1)(b) Regulation 17 and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015(“Act”), **Mrs. Shikha (DIN: 09573028)** who was appointed as an additional Independent Director of the Company on 13th May, 2022, and who has submitted a declaration that she meets the criteria for

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Independence as provided under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors of the Company and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation to hold office for the **First Term** for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027 on such terms and conditions of her appointment as an Independent Director of the Company as defined in explanatory statement and required under the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under secretarial standard as applicable.

RESOLVED FURTHER THAT in order to give effect to the above resolution, Board of Director of the Company and Company Secretary be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with the Registrar of Companies to give effect to the above resolution.

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

“RESOLVED THAT in compliance with the Companies (Cost Records & Audit) Rules, 2014 published vide GSR No. 01(E) on December 31, 2014 issued by the Central Government in terms of the powers conferred by section 148 of the Companies Act 2013, subject to the confirmation if required, from the Central Government as recommended by the Audit committee and Board of Directors at their meeting held on May 30, 2022, M/s Pramod Agarwal & Co. Cost Accountants Firm Regn. No. 104022, and being eligible under 139, 141 and 148 of the Companies Act, 2013 be and is hereby appointed as Cost Auditors of the company for the financial year 2022-23 i.e. from April 1, 2022 to March 31, 2023 at a remuneration of Rs.35,000 plus Goods & Service Tax (GST) as applicable and reimbursement of out of pocket expenses related to conduct of audit and further ratification of remuneration in terms of rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014 under the Companies Act 2013 subject to the mandatory requirement only as may be specified in the Cost Audit Report and Cost Audit Rules as notified by MCA or any regulatory authority from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to comply with all other legal and procedural requirements to implement of the aforesaid decision.”

**By the Order of the Board
For ALPS INDUSTRIES LIMITED**

**Place: Ghaziabad
Date: May 30, 2022**

Registered Office:
Plot No. 15-B, G.T. Road, Chaudhary Morh
Ghaziabad-201001, UP

**AJAY GUPTA
(COMPANY SECRETARY &
GENERAL MANAGER- LEGAL)**

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 18/2020 dated April 21, 2020, 20/2020 dated May 05, 2020 and 22/2020 dated June 15, 2020 issued by Ministry of Corporate Affairs and Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014, Circular No. 02/2021 dated January 13, 2021 and further SEBI/HO/CFD/CMD2/CIR/P/2021/11 January 15, 2021 read with MCA circular no 2/2022 dated 5th May, 2022, due to outbreak of the COVID-19 pandemic to maintain the social distancing, the AGM has been scheduled through VC/OAVM.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020 and further Circular No. 02/2021 dated January 13, 2021 read with MCA circular no 2/2022 dated 5th May, 2022, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM as per the process mentioned in Annexure 1.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs and further SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and further circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate is entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at ajaygupta@alpsindustries.com or at investors@alpsindustries.com.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts in respect of the Special Business/Special resolution are set out from Item No. 3 to item 8 of the accompanying Notice is annexed hereto.
8. Any member proposing to seek any clarification on the accounts or speak at the meeting for any matter/query is requested to send the queries and registration details like Client id/folio number, name and no. of shares held, contact details (email id and mobile number), to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same as per shortest procedure.
9. The Notice calling the AGM and the Explanatory Statement along with mandatory documents are available on the website of the Company for inspection by the Members. However any other documents referred to in the can be inspected at the registered office of the company.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.

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11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and further SEBI/HO/CFD/CMD2/CIR/P/2021/11 January 15, 2021 read with circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, the Notice calling the AGM has been uploaded on the website of the Company at www.alpsindustries.com. The Notice can also be assessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 13, 2022 to Thursday, July 14, 2022
13. The Annual Accounts of the Subsidiary Companies shall be available at the website www.alpsindustries.com of the Company for inspection by any shareholder.
14. In terms of the section 108 of the Companies Act, 2013 and Companies (Management And Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, shareholders who are the members of the company as on the closing hours of the cutoff date fixed on Monday, August 1, 2022 will be eligible for voting rights either by remote e-voting or e-voting at the time of Annual General Meeting holding through VC/OAVM.
15. No dividend has been declared since last seven year. Hence in terms of Section 124 (6) of Companies Act, 2013 and the Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, there are no unpaid/unclaimed dividend needs to be transferred to the Investors Education and Protection Fund during the year 2022-23.
16. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 and circular dated 18/2011 dated 29th April, 2011 the Company encourages members to intimate/update their e-mail addresses to receive the Annual Report and other communication electronically in support of the "Go Green" initiative of the Ministry of Corporate Affairs (MCA). Members may intimate/ update their e-mail address by sending a mail to the R&T Agent i.e. M/s. Alankit Assignments Ltd. e-mail id rta@alankit.com or ajaygupta@alpsindustries.com and investorsgrievance@alpsindustries.com with their name and folio details. The Company will send all communication including the Annual Report via e-mail to the members who have provided their e-mail addresses to the Company/Depositories. A copy of the Annual Report will be available on the Company's website www.alpsindustries.com.
17. **Compulsory Dematerialization of physical shares:** In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on 30th November, 2018 and further press release on 3rd December, 2018 and MCA Notification dated 10th September, 2018, all the shareholders are informed and advised to convert all the shareholdings held in physical mode to demat mode and sent the two reminders on 6.10.2018 and on 14.12.2018. According to the directions of SEBI and in terms of MCA circular, now no shares can be transferred in physical mode. All concerned are requested to take appropriate action for compliance of directions.
18. Members are requested to notify immediately any change of their address in respect of their electronic share accounts and physical shares (quoting their Client Ids/Folio No's) Name as registered with the R & STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by the Members to the R&T Agent having its Registered Office situated at Alankit Assignments Ltd., Alankit House, 4E/2, Jhandewalan Extn., New Delhi-110055 or at the Registered Office of the company situated at Plot No 15-B, G.T. Road, Chaudhary Morh, Ghaziabad-201001, UP.
19. **Re-appointment of Directors:** At the forthcoming Annual General Meeting, Mr. Pramod Kumar Rajput, Executive Director (DIN:00597342) Non-Independent and Executive Director, retires by Rotation and being eligible, offers himself, for reappointment.
20. The members, who hold shares in physical form under multiple folios, in identical name or joint accounts in the same order or names, are requested to send the share certificates to M/s. Alankit Assignments Ltd, Registrar and Share Transfer Agent of the company, for consolidation into a single folio.

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21. As per the requirement of Regulation 39(4) and Chapter IV of the SEBI (Listing Obligations and Requirements) Regulations, 2015, three reminders for unclaimed shares held in physical mode had been sent to the eligible shareholders. In terms of requirement of Investors Education and Protection Fund Authority under MCA as amended from time to time, company has transferred all unclaimed shares lying in the "Alps Industries Ltd.-Unclaimed Share Demat Physical Account of the company and also represented by unclaimed dividend to IEPF account. If any investors wish to claim their so transferred shares and unclaimed dividend, they have to comply provisions of section 124(6) of Companies Act, 2013 and the procedures specified under Rule 7 of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016. The details of shares transferred to IEPF account can be visited at website of the company i.e. www.alpsindustries.com.
22. Pursuant to provisions of Section 72 of the Companies Act, 2013, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH-13 to the Company.
23. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (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/Registrar and Transfer Agent.
24. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronics means and the business may be transacted through Remote e-Voting Services. The details and procedures are annexed with the notice as Annexure-II.
25. In terms Section 90 of the Companies Act, 2013 and Companies (Significant Beneficial Owners) Rules, 2018 as amended on 8th February, 2019 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/149 and further amended on March 12, 2019 via Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/36, the members of the company are hereby informed that the necessary declaration for Beneficial ownership need to be disclosed to the company or its R & T agent within time frame prescribed under the aforesaid Rules and Circulars. All are requested to make compliance to avoid any legal complications.
26. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the company.
27. Relevant documents referred to in the accompanying Notice and the Statement, are available for inspection, in physical or electronic mode, on all working days except Sundays and public Holidays, during business hours up to the date of the Meeting at the registered office of the company and Website of the company also.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statements for Item no. 3 to 8 of the accompanying Notice is as under:

ITEM NO. 3

Mr. Sandeep Agarwal, Managing Director (DIN: 00139439) aged 58 years, was re-appointed as the Whole Time Director and designated as Managing Director under the provisions of Companies Act 2013 at the Annual General Meeting of the Company held on 31st August 2019 for a period of 3 years w.e.f. 01.04.2020. In terms of the provisions of point No. (iii) of section II of part II of schedule V of Companies Act 2013, due to non profit company and in default of payment to lenders, it is proposed to reappoint for further period of three years w.e.f. 01.04.2023 to 31.03.2026, subject to the provisions of Notification dated September 12, 2018 dispensing with the approval of the Central Government. The Company has also received from the proposed appointee (i) consent in writing to act as a

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director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he has not been disqualified under sub Section (2) of Section 164 of the Companies Act, 2013. The Nomination and Remuneration Committee at their meeting held on May 13 2022, has recommended and the Board of Directors of the Company has formed an opinion that aforesaid Whole Time Director fulfils the conditions specified in the Companies Act, 2013 for such an appointment. Hence the resolution is proposed to be passed as Special Resolution.

Apart from the said Whole Time Director and Mr. K.K. Agarwal, Mrs. Sanyog Agarwal, Mrs. Nidhi Agarwal, Mr. Rohan Agarwal and Ms. Sunandni Agarwal being relatives of appointee, none of the persons specified in Section 102 of the Companies Act, 2013 Directors, Key Managerial Personnel, Relatives of Directors & Key Managerial Personnel or the entities comprising the interest of Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise except to the extent of the shareholdings if any.

A statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 and in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 related to there appointment of Mr. Sandeep Agarwal as Managing Director as per item no. 3 of the Notice, are as under:

1. GENERAL INFORMATION:				
a) Nature of Industry	Textile Industry			
b) Date or expected date of commencement of commercial production	Running Industry.			
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.	Not Applicable.			
d) Financial performance based on given indicators		2021-22	2020-21	2019-20
	Net Profit	(8471.82)	(7455.87)	(11509.58)
	Turnover	30242.79	25410.27	31320.18
e) Foreign investments or collaborators, if any	I. Foreign Investments as on 31.03.2022– Rs 189.94 Lac. II. Collaboration as on 31.03.2022 -Nil			
II. INFORMATION ABOUT THE APPOINTEE:				
1) Name	Mr. Sandeep Agarwal			
2) Past Remuneration	NIL during the financial year			
3) Background Details	He is in the textile industry since long time and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies. The company had also received various recognition/certifications from different organization.			
4) Recognition or awards	<ul style="list-style-type: none"> • Gots certificate Organic cotton. • Oeko-tex renewal under process for Hohenstein Textile Testing Institute, Germany. • IATF renewal under process for manufacturing seat fabrics for the automotive application. • Sedex certificate for social Audit. • C-tpat certificate for Security Audit. • Walmart certificate for Supply Chain for Export units. • BSCI certificate for Social Audit. 			
5) Job profile and his suitability	He is in the textile industry since long time and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies. The company had also obtained various recognition /certifications from different organizations. He is very meticulous in diversifying into value added Textile products in domestic market Under his leadership, the company has set up a nationwide distribution system for the Company's products. Under his acumen leadership and strong patience, the company is able to sail smoothly even in			

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	testing times.
6) Remuneration proposed	Rs. 931000/- per month with increment upto 10% per annum due on April each year.
7) Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	Reasonable and competitive with respect to the Industries with similar nature for the appointee.
8) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	None

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits	<p>The following constraints may be responsible for low profitability and liquidity of the company :</p> <ul style="list-style-type: none"> • Rupee appreciation against USD, vis-à-vis the currencies of other competing countries like Bangladesh, Pakistan, Vietnam, China, etc., witnessed lower appreciation. • Significant increased input costs-raw material (Cotton) prices, Power & Fuel costs, etc. without commensurate increase in sales realizations. • Higher interest rates. <p>Besides above, the internal factors impacting the company's performance were shortage of working capital because of delay in receipt of TUFs subsidy/ other Government receivables and major outflow on account of exchange losses on derivative transactions, which severely curtailed the company's Cash inflow.</p> <p>The unsold stocks of cotton yarn and high cost cotton led to heavy cash losses and left the industry with no other choice but to cut down the production so as to cope up with the current challenges.</p>
2) Steps taken or proposed to be taken for improvement	There is a growing demand for technical textile and AIL is all set to take the advantage of early entrants into the segment. The company has state of art plant at Meerut to manufacture Technical Textile. The plant has started its commercial production in January' 2010. The company also continues the production of its architectural products at the existing levels and marketing through its existing retail network chain of dealers in whole of India.
3) Expected increase in productivity and profits in measurable terms	Due to taking over the possession of all operative assets of the company, there are no possibilities to maintain the productivity or profits in coming years.

IV. DISCLOSURES:

<ul style="list-style-type: none"> • All elements of remuneration packages such as salary, benefits, bonuses, stock options pensions etc., of all directors; • Details of fixed component and performance linked incentives along with the performance criteria; • Service contracts, notice period, severance fees; • Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable. 	The necessary disclosures have been mentioned in the Directors' Report under the heading of " Corporate Governance" attached to the Annual Report for the year 2021-22.
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Your Directors recommend the resolution as mentioned in Item No. 03 of the Notice for your approval by way of Special resolution.

ITEM NO. 4

The Board of Directors of the Company had appointed Mr. Arun Kumar Pal (DIN: 09576141) as an Additional Director of the Company with effect from 13th May 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Arun Kumar Pal (DIN: 09576141) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027. The Company has received notice from Mr. Arun Kumar Pal (DIN: 09576141) signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Arun Kumar Pal (DIN: 09576141), including nature of his expertise, is provided at end of this Notice as annexure III.

The Company has received a declaration of independence from Mr. Arun Kumar Pal (DIN: 09576141). In the opinion of the Board, Mr. Arun Kumar Pal (DIN: 09576141) fulfills the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.alpsindustries.com.

None of the Directors or key Managerial Personnel and their relatives, except Mr. Arun Kumar Pal (DIN: 09576141), is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

ITEM NO. 5

The Board of Directors of the Company had appointed Mr. Arun Kumar Bhatte (DIN: 07957636) as an Additional Director of the Company with effect from 13th May 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Arun Kumar Bhatte (DIN: 07957636) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027. The Company has received notice from Mr. Arun Kumar Bhatte (DIN: 07957636) signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Arun Kumar Bhatte (DIN: 07957636), including nature of his expertise, is provided at end of this Notice as annexure III.

The Company has received a declaration of independence from Mr. Arun Kumar Bhatte (DIN: 07957636). In the opinion of the Board, Mr. Arun Kumar Bhatte (DIN: 07957636) fulfills the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.alpsindustries.com.

None of the Directors or key Managerial Personnel and their relatives, except Mr. Arun Kumar Bhatte (DIN: 07957636), is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the Members.

ITEM NO. 6

The Board of Directors of the Company had appointed Mr. Vikas Lamba (DIN: 09573001) as an Additional Director of the Company with effect from 13th May 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Vikas Lamba (DIN: 09573001) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027. The Company has received notice from Mr. Vikas Lamba (DIN: 09573001) signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Vikas Lamba (DIN: 09573001), including nature of his expertise, is provided at end of this Notice as annexure III.

The Company has received a declaration of independence from Mr. Vikas Lamba (DIN: 09573001). In the opinion of the Board, Mr. Vikas Lamba (DIN: 09573001) fulfills the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.alpsindustries.com.

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None of the Directors or key Managerial Personnel and their relatives, except Mr.Vikas Lamba (DIN: 09573001),is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 6 for approval of the Members.

ITEM NO. 7

The Board of Directors of the Company had appointed Mrs. Shikhai (DIN: 09573028)as an Additional Director of the Company with effect from 13th May 2022. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Shikha (DIN: 09573028)shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a period of 5 (Five) consecutive years from 13.05.2022 to 12.5.2027. The Company has received notice from Mrs. Shikha Rathi (DIN: 09573028)signifying her candidature as an Independent Director of the Company. A brief profile of Mrs. Shikha (DIN: 09573028), including nature of her expertise, is provided at end of this Noticeas annexure III.

The Company has received a declaration of independence from Mrs. Shikha Rathi (DIN: 09573028). In the opinion of the Board, Mrs. Shikhai (DIN: 09573028) fulfills the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.alpsindustries.com.

None of the Directors or key Managerial Personnel and their relatives, except Mrs. Shikha (DIN: 09573028),is concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 7 for approval of the Members.

ITEM NO. 8

In terms of Companies (Cost Records and Audit) Amendment Rules, 2014 published vide GSR No. 01(E) on December 31, 2014, issued by the Central Government. During the financial year 2022-23, the company will be covered under the cost audit. Further in terms of the Powers conferred by Section 148 of the Companies Act, 2013, company shall get its Cost Accounting Records Audited by Cost Auditors who shall be either a Cost Accountant or a Firm of Cost Accountants and holding valid certificate of practice under the provisions of Cost and Works Accountants Act, 1959.

As our company is covered under the aforesaid Rules, the company has to appoint a reputed Cost Audit firm. Therefore it is proposed to appoint, M/s Pramod Agarwal & Co. Cost Accountants Firm Regn. No. 104022 for the financial year 2022-2023. In terms of Section 148(3) of Companies Act, 2013 read with Rule 14 of Companies (Auditors and Audit) Rules, 2014, the remuneration payable to Cost Auditors of the Company is required to be ratified by the members of the company in the General Meeting. It has been proposed to ratify the remuneration payable M/s PramodAgarwal & Co. Cost Accountants Firm Regn. No. 104022as recommended by the Audit committee and further approved by the Board of Directors at their meeting held on May 30, 2022 to hold office from April 1, 2022 to March 31, 2023 for the financial year 2022-23 on a remuneration of Rs. 35,000 plus Goods and Service Tax (GST) as applicable and reimbursement of out of pocket expenses related with the audit. The Shareholders are required to approve the aforesaid resolution by way of Special Resolution, as set out in Item No. 8 of the Notice.

In terms of section 102 of the Companies Act 2013, it is confirmed that none of the Directors or any of Key Managerial Persons (KMPs) or their relatives as defined under the Companies Act, 2013 are interested or concerned, directly or indirectly, in the aforesaid resolution for appointment of Cost Auditors, except to the extent of their shareholdings in their individual capacity if any.

By the Order of the Board
For **ALPS INDUSTRIES LTD.**

Place : Ghaziabad
Date : May 30, 2022
Registered Office :
Plot No 15-B, G.T. Road, Chaudhary Morh, Ghaziabad-201001

AJAY GUPTA
(COMPANY SECRETARY &
GENERAL MANAGER-LEGAL)

ANNEXURE I

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for Remote e-voting.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
3. Shareholders are provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.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 EVSN of Company will be displayed.
4. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
5. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
6. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
7. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
9. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ajaygupta@alpsindustries.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ajaygupta@alpsindustries.com. These queries will be replied to by the company suitably by email.
10. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
11. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
12. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

ANNEXURE II

PROCESS OF REMOTE E VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations Disclosure and Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
2. Mr. Rajiv Khosla (C.P No. 3927) of M/s. Rajiv Khosla & Associates, Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the company.
4. The results shall be declared on or after the AGM of the company. The results declared along with the scrutinizer's Report shall be placed on the company's website www.alpsindustries.com and on the website of CDSL immediately after the approval and declaration by the Chairman of the meeting and be communicated to BSE & NSE.

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THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Friday, August 05, 2022 at 10:00 A.M. and ends on Sunday, August 07, 2022 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, August 1, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting through VC/OVAM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants will be enabled. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the voting menu, the user will be able to see his/her holdings alongwith links of the respective e-Voting service provider i.e. CDSL/NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository

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	<p>site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

The shareholders should log on to the e-voting website www.evotingindia.com.

(III) Click on "Shareholders" Module.

(IV) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(V) Next enter the Image Verification as displayed and Click on Login.

(VI) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(VII) If you are a first time user follow the steps given below:

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	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN Issued by Income Tax Department(Applicable for demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date Of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member Id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

(VIII) After entering these details appropriately, click on "SUBMIT" tab.

(IX) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(X) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(XI) Click on the EVSN for the **-Alps Industries Limited-** on which you choose to vote.

(XII) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(XIII) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(XIV) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(XV) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(XVI) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(XVII) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(XVIII) Note for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ajaygupta@alpsindustries.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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(XIX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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) by email to ajaygupta@alpsindustries.com / M/s. Alankit Assignments Ltd. **e-mail id** rta@alankit.com

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) to ajaygupta@alpsindustries.com / M/s. Alankit Assignments Ltd. **e-mail id** rta@alankit.com

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33

ROUTE MAP AND PROMINENT LANDMARK OF AGM VENUE AND ATTENDANCE SLIP

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 and further Circular No. 02/2021 dated January 13, 2021 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members at Venue of the meeting. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue.

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Annexure-III

DETAIL OF DIRECTOR TO BE APPOINTED AS INDEPENDENT DIRECTOR AS PER ITEM NO 4 TO 7 PRESCRIBED UNDER REGULATION 36 OF SEBI (LODR) 2015 AND UNDER SECRETARIAL STANDARD IS AS FOLLOWS:

PARTICULARS	1	2
NAME	Mr. Arun Kumar Pal (DIN: 09576141)	Mr. Arun Kumar Bhattar
DIN	09576141	07957636
AGE	16th July 1959 and 62 Years and 8 Months.	22.06.1968 age 54 years
QUALIFICATION	B. Sc. (Engg.)	Bachelor of Commerce
EXPERIENCE & BRIEF PROFILE	35+ Years of Experience in Operation & Maintenance Power Generation Plants	Total experience of 37 years in finance field which includes Internal Audit, Accounts, Finance, Service Tax, Sales Tax/ VAT / GST, Taxation.
TERMS OF APPOINTMENT	As mentioned in offer letter	As mentioned in offer letter
REMUNERATION SOUGHT TO BE PAID	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
SHAREHOLDING IN THE COMPANY	NIL	NIL
SKILLS OF INDEPENDENT DIRECTOR	Possessing about 35 years of Experience in technical expertise in electrical maintenance of manufacturing units.	Possessing the experience of around 37 years which includes Internal Audit, Accounts, Finance,/GST, Taxation, Personnel & Administration, Implementation of Computerization & execution of ERP system and dealing with Bankers, Sales Tax, Central Excise Local Authority & District Administration.
DATE OF APPOINTMENT	13.05.2022	13.05.2022
RELATIONSHIP WITH OTHER DIRECTORS / KEY MANAGERIAL PERSONNEL	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
NUMBER OF BOARD MEETING ATTENDED DURING THE YEAR	1	1
DIRECTORSHIPS OF OTHER BOARDS (INCLUDING COMPANIES WHERE RESIGNED SINCE LAST THREE YEARS)	0	1. Akshay Plastic Industries Pvt Ltd. 2. New Trends Commerce Private Limited 3. Clicktech Retail Private Limited 4. Baunt Finance & Investment Pvt Ltd 5. Setukrit Properties Limited 6. Sukra Homes Private Limited 7. Continental Projects Limited
MEMBERSHIP/CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS	0	

PARTICULARS	3	4
NAME	Mr. Vikas Lamba	Mrs. Shikha i
DIN	09573001	09573028
AGE	07.02.1963 age 59 years	20.11.1991 aged about 30 years
QUALIFICATION	Bachelor of Commerce	MBA
EXPERIENCE & BRIEF PROFILE	More than 32 years working experience in State Accounts matters and provide services related to Maintaining accounts of various wings of PWD, Irrigation and Public health- Engineering Department.	8+ years as a senior level HR and having leadership traits
TERMS OF APPOINTMENT	As mentioned in offer letter	As mentioned in offer letter

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REMUNERATION SOUGHT TO BE PAID	As disclosed in Corporate Governance Report	As disclosed in Corporate Governance Report
SHAREHOLDING IN THE COMPANY	NIL	NIL
SKILLS OF INDEPENDENT DIRECTOR	Possessing about 32 years working experience in accounts matters in various organizations Accounts, Finance, Taxation, Personnel & Administration.	Possessing about 10 years as a senior level as corporate Human relations and resources, public & Industrial relations, training to human resources, manufacturing unit managements, senior level HR consultant, advising on payment structures and development of work force skills.
DATE OF APPOINTMENT	13.05.2022	13.05.2022
RELATIONSHIP WITH OTHER DIRECTORS / KEY MANAGERIAL PERSONNEL	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
NUMBER OF BOARD MEETING ATTENDED DURING THE YEAR	1	1
DIRECTORSHIPS OF OTHER BOARDS (INCLUDING COMPANIES WHERE RESIGNED SINCE LAST THREE YEARS)	0	0
MEMBERSHIP/CHAIRMANSHIP OF COMMITTEES OF OTHER BOARDS	0	0