

ALPS INDUSTRIES LTD.

NOTICE

Notice is hereby given that the Forty Seventh Annual General Meeting of the Members of **Alps Industries Limited (CIN:L51109UP1972PLC003544)** will be held on Saturday, August 31, 2019 at 10:00 A.M. at the Registered Office of the company situated at 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad-201010 (U.P.) 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, 2019, the statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sandeep Agarwal (DIN:00139439) Non-Independent and Executive Promoter Director designated as Managing Director, retires by Rotation and being eligible, offers himself, for reappointment.
3. To confirm the appointment of Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Fifty Second Annual General Meeting i.e. for five years and to fix their remuneration. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT M/s. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C), as recommended by the Audit committee and the Board of Directors at their meeting held on May 30, 2019, be and are hereby confirm to be reappointed for second and final term under Section 139 and other applicable provisions of Companies Act, 2013 and Rules made there under i.e. Companies (Audit and Auditors) Rules, 2014 and subject to the Notification No. S.O. 1833(E) dated 7th May, 2018, exempting the reconfirmation by the members of the company every year during the tenure as Statutory Auditors of the company, to hold office from the conclusion of this Forty Seventh Annual General Meeting until the conclusion of the Fifty Second Annual General Meeting i.e. from the financial year 01.04.2019 to 31.03.2024. for five years, of the company at a remuneration of Rs. 14 Lacs, plus Goods and Service Tax (GST) as applicable and reimbursement of out of pocket expenses related with the audit, as recommended by the Audit committee and approved by the Board of Directors in this behalf which may be reviewed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to amend the terms and conditions including the remuneration with regard to the appointment of auditor and to comply with all other legal and procedural requirements to implement the aforesaid decision.”

SPECIAL BUSINESS:

4. To consider 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:00139439) be and is hereby re-appointed as Managing Director of the Company for a further period of three years w.e.f. 01.04.2020 to 31.03.2023 in terms of the provisions of point No. (iii) of section II of part II of 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:

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1) **Salary and Commission:**

- a) Salary : Rs. 9,31,700/- per month with increment upto 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 in 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.
- l) Free passage for self and family together with cost of transportation of household items at the end of tenure of office.
- 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".

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

“RESOLVED THAT in terms of provisions of Sections 152 and any other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended on 9th May, 2018 and any other applicable provisions if any for the time being in force, the continuance of appointment of Mr. K.K. Agarwal (DIN: 00139252) aged about 78 years, director of the company designated as Non Executive Chairman and Promoter Director, be and is hereby approved, even after exceeding the age limit as prescribed under the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended on 9th May, 2018.”

“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 and regulations framed there under.”

6. 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, 2019, M/s. Gaurav Gupta & Associates, Cost Accountants, Firm Regn. No.104132 and being eligible under section 139, 141 and 148 of the Companies Act, 2013 be and are hereby appointed as Cost Auditors of the company for the financial year 2019-20 i.e. from April 1, 2019 to March 31, 2020 at a remuneration of Rs. 0.80 Lac per annum 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 the aforesaid decision.”

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

“RESOLVED THAT, the consent of the members of the company be and is hereby accorded in terms of Section 79 and 180(1)(a), and other applicable provisions of the Companies Act 2013 and the Companies (Management & Administration) Rules, 2014 as amended on 13th June, 2018 exempting the requirement of postal ballot as the proposal is being considered at the meeting and facility of voting is being provided and any other provisions of the Companies Act, 2013 as amended from time to time, for mortgaging and/or charging by the Board of Directors of the company on first charge basis in favor of financial institutions and/or banks, Assets Reconstruction Companies (ARCs) for term loans and on second charge basis and on exclusive charge basis on all the immovable & movable properties of the company, wheresoever situated, present & future and the whole of the Undertaking of the Company for working capital facilities. The term lenders may have second charge over movable assets and working capital bankers on immovable assets of the company. The following financial institutions/ARCs and banks for the financial assistance presently provided by them, detailed as under and any other bank/financial institutions/ARCs/National Company Law Tribunal (NCLT) for financial assistance to be provided by them in future:

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(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
1.	10347454	HDFC BANK LIMITED HDFC BANK HOUSE SENAPATI BAPAT MARG, LOWER PAREL W, MUMBAI, MAHARASHTRA - 400013, INDIA	2.69
2.	10248533	ICICI BANK LIMITED NBCC PLACE, BHISHMA PITAMAH MARG, PRAGATI VIHAR, NEW DELHI, DELHI - 110003,	5.376
3.	10251334	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI, DELHI - 110001, INDIA	0.43
4.	10247812	CHHABILDAS INVESTMENTS PRIVATE LIMITED (Assignor-Standard Chartered Bank) 15, G T Road, Ghaziabad-201001, Uttar Pradesh.	1.45
5.	10254614	SYDICATE BANK CORPORATE FINANCE BRANCH,, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V,, NEW DELHI, DELHI – 110022,	2.17
6.	10184701	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor- State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	3.60
7.	10184695	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098,	274.5
8.	10177886	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	4.28
9	10177608	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	5.29
10.	10137794	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor –Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	36.60

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(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
11.	10126135	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	12.00
12.	10126167	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - STATE BANK OF BIKANER AND JAIPUR) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	18.00
13.	10126165	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - STATE BANK OF BIKANER AND JAIPUR) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	19.64
14.	10125150	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor –Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	20.00
15.	10115855	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	18.34
16.	10112098	3I INFOTECH TRUSTEESHIP SERVICES LIMITED 3RD TO 6TH FLOOR, INTERNATIONAL INFOTECH PARK,TOWER NO.5, VASHI RAILWAY STATION COMPLEX, VASHI, NAVI MUMBAI, MAHARASHTRA - 400703, INDIA	8.00
17.	10106371	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Mysore) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA -400098, INDIA	25.00
18.	10091892	CHHABILDAS INVESTMENTS PRIVATE LIMITED (Assignor-Standard Chartered Bank) 15, G T Road, Ghaziabad-201001, Uttar Pradesh.	10.00
19.	10083704	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Hyderabad) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	33.00

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SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
20.	10080409	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -UCO BANK) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	24.16
21.	10076828	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - The Hongkong and Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	25.00
22.	10044088	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Mysore) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	30.00
23.	10044092	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Mysore) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	37.00
24.	10040259	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -Export Import Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	12.58
25.	10039657	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -UCO BANK) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	28.00
26.	10036111	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	7.56
27.	10031838	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Hyderabad) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	42.136
28.	10028229	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	75.00

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SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
29.	10026022	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	39.92
30.	10025618	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	60.19
31.	110016390	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	35.82
32.	10018728	KOTAK MAHINDRA BANK LIMITED 36-38A, NARIMAN BHAVAN, 227,D,, NARIMAN POINT,, MUMBAI, MAHARASHTRA - 400021, INDIA	5.00
33.	80039195	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -The Hongkong & Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	14.00
34.	80039279	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -The Hongkong & Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	14.00
35.	80016666	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	23.00
36.	80016662	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	33.51
37.	80035288	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	40.00

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38.	90281031	SYNDICATE BANK,CORPORATE FINANCE BRANCH DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI, DELHI –110022, INDIA	7.08
39.	80022064	CHHABILDAS INVESTMENTS PRIVATE LIMITED (Assignor-Standard Chartered Bank) 15, G T Road, Ghaziabad-201001, Uttar Pradesh.	25.00
40.	80022066	CHHABILDAS INVESTMENTS PRIVATE LIMITED (Assignor-Standard Chartered Bank) 15, G T Road, Ghaziabad-201001, Uttar Pradesh.	25.00
41.	90280845	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	10.00
42.	90277817	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	15.00
43.	90280768	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, K ALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	7.56
44.	90280728	SYNDICATE BANK CORPORATE FINANCE BRANCH,, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V,, NEW DELHI, DELHI –110022, INDIA	11.02
45.	90280722	THE JAMMU & KASHMIR BANK LTD. 26/34, PAL MOHAN MANSION, EAST PATEL NAGAR, RAJINDER PLACE, NEW DELHI, DELHI - 110008, INDIA	21.95
46.	80046862	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI, DELHI - 110001, INDIA	5.00

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SL.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
47.	90275299	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI, DELHI - 110001, INDIA	11.50
48.	90278875	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	170.56
49.	90276714	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	418.50

The sanction also accorded to create the charge for any future loans Sanctioned/lent by the above banks/financial Institutions/ARCs to the Company subject to the overall limits of Rs. 1500.00 Crores, mentioned above together with interest thereon at the respective agreed rates, compound/further/additional interest, liquidated damages, commitment charges, and all other monies as payable by the company to financial institutions/Banks/ARCs under their respective heads as per agreement/letter of sanction/memorandum of terms and conditions entered into/to be entered into by the company in respect of the said financial assistance."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to finalize with financial institutions and Banks, the documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution."

By the Order of the Board
For ALPS INDUSTRIES LTD.

AJAY GUPTA
(COMPANY SECRETARY &
GENERAL MANAGER- LEGAL)

Place : Ghaziabad

Date : May 30, 2019

Registered Office :

57/2, Site IV, Industrial Area,
Sahibabad, Ghaziabad-201010 (U.P.)

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NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. the proxies, in order to be effective, must be received by the company not less than 48 hours before the commencement of the meeting. corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution to the company authorizing their representative to attend and vote on their behalf at the meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. 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 in Item No. 3 to 7 of the accompanying Notice is annexed hereto.
4. Any member proposing to seek any clarification on the accounts is requested to send the queries 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 in the meeting.
5. The Register of Director's and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 shall be available for inspection by the members at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 7, 2019 to Thursday August 8, 2019 (Both days inclusive).
7. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
8. The Annual Accounts of the Subsidiary Companies shall be available at the Registered Office of the Company for inspection by any shareholder.
9. 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 Saturday, August 24, 2019 will be eligible for voting rights either by e-voting or physically at the Annual General Meeting.
10. As no dividend have been declared since the financial year ended on 31st March 2007, there are no unpaid/unclaimed dividend needs to be transferred to the Investors Education and Protection Fund.
11. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 and 18/2011 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 jksingla@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 i.e. www.alpsindustries.com.
12. **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 the company sent the two reminders on 6.10.2018 and on 14.12.2018 in this regard. According to the directions of SEBI and in

terms of MCA circular, no shares shall be transferred in physical mode after the permissible limit. All the concerned are requested to take appropriate action for compliance of said directions.

13. 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) to the R&T agent having its Registered Office situated at Alankit Assignments Ltd., Alankit Heights, 3E/7, Jhandewalan Extn., New Delhi-110055 or at the Registered Office of the company situated at 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad-201010, Uttar Pradesh.
14. **Re-appointment of Directors:**
 - At the forthcoming Annual General Meeting, Mr. Sandeep Agarwal (DIN:00139439) Non-Independent and Executive Promoter Director designated as Managing Director, retires by Rotation and being eligible, offers himself, for reappointment.
 - In terms of the requirement of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on 9th May, 2018, Mr. K.K. Agarwal, Non Executive Chairman and Promoter Director, aged about 78 years, is proposed to be confirmed to continue to be Director of the company even after attaining the age of more than the limit of 75 Years. In view of his vast experience in Textile business and being founder of company and dedication for the development of company, he is being proposed to continue as director and keep on extending his valuable services to the company.
15. In terms of the direction from the Ministry of Corporate Affairs (MCA), no Gifts, gift coupons or any other complimentary items will be distributed at the meeting.
16. The members are requested to bring their copy of photo ID Proof like Driving License, Voter ID, Aadhar Card and Passport etc. and in case of representatives of Companies/Banks the copy of POA/Board resolutions to confirm the authorities, to avoid the unscrupulous person entry to the meeting.
17. 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.
18. As per the requirement of Regulation 39(4) and Chapter IV of the SEBI (Listing Obligations and display Requirements) Regulations, 2015, three reminders for unclaimed shares held in physical mode had been sent to the eligible shareholders. Shareholders are requested to note that the above shares have been transferred to "Alps Industries Ltd. -Unclaimed Share Demat Physical Account" and now eligible share holders can claim their shares after providing the requisite documents to the Registrar and Share Transfer Agent.
19. 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.
20. 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.
21. 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 e-Voting Services. The details and procedures are annexed with the notice as Annexure1.
22. 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

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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.

22. 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.
23. 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 also at the meeting.

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

The Explanatory Statements for Item nos. 3 to 7 of the accompanying Notice are as under:

ITEM NO. 3

In terms of the requirement of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on 9th May, 2018 with respect to the disclosures on the material terms of the appointment of statutory auditor and further in terms of the provisions of Section 139 of Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the Audit committee and the Board of Directors at their meeting held on May 30, 2019 considered and recommended the proposal. Accordingly it is being informed that the appointment of M/s. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C), the existing auditors, as Statutory Auditors of the company to hold office from the conclusion of this Forty Seventh Annual General Meeting until the conclusion of the Fifty Second Annual General Meeting for five years, for the second and final term. The present proposed Remuneration for the first year of second tenure is Rs. 14 Lacs plus Goods and Service Tax (GST) as applicable and reimbursement of out of pocket expenses which may be reviewed from time to time. It is further to be placed on record the while recommending the appointment the basic credentials have considered, which include their vast experience in Audit and taxation of corporate entities and sound team of professionals with them. The audit firm was also auditors of the company even prior the present five year initial term under the Companies Act 2013 for long time and know each and every accounting requirement of the company. Hence they proposed to continue as statutory auditors. Hence the resolution is proposed to be passed as Ordinary Resolution.

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 Statutory Auditors, except to the extent of their shareholdings in their individual capacity if any.

ITEM NO. 4

Mr. Sandeep Agarwal, Managing Director (DIN: 00139439) aged 54 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 2017 for a period of 3 years w.e.f. 01.04.2017. In terms of the provisions of point No. (iii) of section II of part II of schedule V of Companies Act 2013, due to nonprofit company and in default of payment to lenders, it is proposed to reappoint for further period of three years w.e.f. 01.04.2020 to 31.03.2023, 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 appointees (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment &

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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 company is under process & apply for the approval/NOC from the lenders of the company for the proposed remuneration. The Nomination and Remuneration Committee at their meeting held on May 30 2019, 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, Non-Executive Chairman & Promoter Director, 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 the reappointment of Mr. Sandeep Agarwal as Managing Director as per item no. 4 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 the given indicators	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th colspan="3" style="text-align: right;">(Rs. In Lacs)</th> </tr> <tr> <th></th> <th style="text-align: center;">2018-19</th> <th style="text-align: center;">2017-18</th> <th style="text-align: center;">2016-17</th> </tr> </thead> <tbody> <tr> <td>Net Profit</td> <td style="text-align: right;">(6325.05)</td> <td style="text-align: right;">(11547.34)</td> <td style="text-align: right;">(10770.06)</td> </tr> <tr> <td>Turnover</td> <td style="text-align: right;">37745.77</td> <td style="text-align: right;">37061.90</td> <td style="text-align: right;">50601.03</td> </tr> </tbody> </table>		(Rs. In Lacs)				2018-19	2017-18	2016-17	Net Profit	(6325.05)	(11547.34)	(10770.06)	Turnover	37745.77	37061.90	50601.03
	(Rs. In Lacs)																
	2018-19	2017-18	2016-17														
Net Profit	(6325.05)	(11547.34)	(10770.06)														
Turnover	37745.77	37061.90	50601.03														
e) Foreign investments or collaborators, if any.	I. Foreign Investments as on 31.03.2019 - Rs. 500.78 Lac II. Collaboration as on 31.03.2019- Nil																
2. Information / Brief Resume of Appointee	Mr. Sandeep Agarwal																
a) 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.																
b) Past remuneration	Rs. NIL during the financial year 2018-19																

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c) 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.
d) Job Profile and his suitability	<p>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 testing times.</p>
e) Remuneration proposed	Rs. 9,31,700/- per month with increment upto 10% per annum due on April each year.
f) 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.
g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None
3. OTHER INFORMATION	
1. Reasons of loss or inadequate profit	<p>(a) Due to the recession faced by Global economy during the period from 2008 to 2010, a number of export orders were cancelled / renegotiated /discounts sought by the original buyers / resold to alternate buyers resulting in loss of value of stock, sales and receivables. The valuation of the existing stock further depreciated because of lower realization of competitive quality of yarn.</p> <p>(b) Due to enforcement of Minimum Support Price (MSP) of cotton (Raw Material) by the Government of India there was a sharp increase of over 40% in the cotton prices during the period October, 2008 till March, 2010 which could not be passed on to the customers immediately by way of increased selling prices because of stiff competition in the market and cheaper imports from China.</p> <p>(c) The government had announced incentives on export of cotton to the extent of 5% during the year 2011-12 whereas on the export of yarn (finished goods) the incentive available was only 4%. This resulted in a distinct disadvantage to garment/yarn manufacturers like us.</p>

	<p>(d) The company embarked upon expansion of its spinning facilities along with yarn dyeing facilities at Haridwar in the FYs 05-06 to 07-08 and a new project for weaving of fabric was set up at Meerut during the period from the FY 2007-08 to 2008-09. The total project cost for these projects was more than Rs. 600 crore. The said expansion plans were undertaken keeping in view the better market prospects resulting from removal of Multi Fibre Agreement (MFA) and availability of low cost funds under TUFS. However, by the time these projects commenced production, the benefits from these projects as originally envisaged could not fructify because of the recession faced by Global economy during the period from 2008 to 2010.</p> <p>(e) The following constraints are also 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>(f) 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>(g) Due to financial instability / uncertainty, the completion of the weaving project at Meerut was slowed down and got delayed by six months and resultantly the commercial operations got delayed by a further more than a year. This further increased the financial burden on the company due to idle capital assets/expenditure.</p> <p>(h) The Company could not realize the value of the stock as expected due to Government's on and off imposition and removal of quantitative restrictions on export of raw cotton as well as cotton yarn without taking a comprehensive view of demand and supply requirements of various segments of textile industry ranging from cotton growers, spinning mills to textile manufacturers and resultant the entire Textile Industry, particularly, spinning, had gone through the worst period in its history during FY 2011-12, and as per the estimates, the industry has lost more than Rs. 11000 crore during the FY 2011-12. Cotton prices that had shot up to Rs 63,000 per candy between Jan'11-Mar'11, collapsed as low as Rs 40,000 a candy i.e. after a 40% jump between January and March; cotton prices nosedived since April 2011 and onwards by a similar magnitude. Normally, up fearing a further surge in cotton prices.</p>
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	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.
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	The Company projected PAT 12.91 Crores to the F.Y 2019-20 and expects to optimize its operations in the year 2023-24.
4. Disclosure of relationship between directors interse	He is son of Mr. K.K. Agarwal, Non Executive Chairman and Promoter Director of the company. There is no relationship interse directors except as mentioned above.
5. Name of listed in which the director hold the directorship and membership of its committees	He is neither a director nor a committee member of the board of any other listed company.
6. Shareholding of Non executive directors	Not Applicable since he is the Whole Time Director.
4. DISCLOSURE	
<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 has been mentioned in the Directors' Report under the heading of " Corporate Governance" attached to the Annual Report for the year 2018-19.
Your Directors recommend the resolution as mentioned in Item No. 04 of the Notice for your approval by way of Special resolution.	

ITEM NO. 5

In terms of the requirement of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on 9th May, 2018, Mr. K.K. Agarwal, Non Executive Chairman and Promoter Director, aged about 78 years, is proposed to be confirmed to continue to be as Non Executive Chairman and Promoter Director of the company even after attaining the age of more than the limit of 75 Years. In view of his vast experience in Textile business and being founder of company and dedication for the development of company, he is being proposed to continue as director and keep on extending his valuable services to the company.

Hence the matter has been referred to the members of the company for their approval by way of Special Resolution. The Board of Directors accordingly recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the shareholders.

Apart from the said Non-Executive Chairman & Promoter Director, and Mr. Sandeep Agarwal, Managing Director & Promoter Director, 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.

ITEM NO. 6

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 2019-20, 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 a 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 re-appoint M/s. Gaurav Gupta & Associates, Cost Accountants, Ghaziabad, (Firm Regn. No. 104132) for the financial year 2019-2020. 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 to M/s. Gaurav Gupta & Associates Cost Accountants, Ghaziabad, (Firm Regn. No. 104132), as recommended by the Audit committee and further approved by the Board of Directors at their meeting held on May 30, 2019 to hold office from April 1, 2019 to March 31, 2020 for the financial year 2019-20 on a remuneration of Rs. 80,000 per annum 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.6 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.

ITEM NO. 7

The company has availed the Credit facilities within the overall limits under section 180(1) (c) of the Companies Act, 2013. Due to change in the lenders in the record of Registrar of Companies, the fresh approval from the members of the company by way of Special Resolution is required. Hence the matter has been referred to the members for their approval under Section 79 and 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013. The various Financial Institutions/Banks/ARCs have sanctioned financial assistance detailed as under:

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(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
1.	10347454	HDFC BANK LIMITED HDFC BANK HOUSE SENAPATI BAPAT MARG, LOWER PAREL W, MUMBAI, MAHARASHTRA - 400013, INDIA	2.69
2.	10248533	ICICI BANK LIMITED NBCC PLACE, BHISHMA PITAMAH MARG, PRAGATI VIHAR, NEW DELHI, DELHI - 110003,	5.376
3.	10251334	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI, DELHI - 110001, INDIA	0.43
4.	10247812	CHHABILDAS INVESTMENTS PRIVATE LIMITED (Assignor-Standard Chartered Bank) 15, G T Road, Ghaziabad-201001, Uttar Pradesh.	1.45
5.	10254614	SYDICATE BANK CORPORATE FINANCE BRANCH,, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V,, NEW DELHI, DELHI – 110022,	2.17
6.	10184701	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor- State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	3.60
7.	10184695	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098,	274.5
8.	10177886	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	4.28
9	10177608	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	5.29
10.	10137794	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor –Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	36.60

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(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
11.	10126135	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	12.00
12.	10126167	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - STATE BANK OF BIKANER AND JAIPUR) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	18.00
13.	10126165	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - STATE BANK OF BIKANER AND JAIPUR) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	19.64
14.	10125150	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor –Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	20.00
15.	10115855	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	18.34
16.	10112098	3I INFOTECH TRUSTEESHIP SERVICES LIMITED 3RD TO 6TH FLOOR, INTERNATIONAL INFOTECH PARK,TOWER NO.5, VASHI RAILWAY STATION COMPLEX, VASHI, NAVI MUMBAI, MAHARASHTRA - 400703, INDIA	8.00
17.	10106371	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Mysore) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA -400098, INDIA	25.00
18.	10091892	CHHABILDAS INVESTMENTS PRIVATE LIMITED (Assignor-Standard Chartered Bank) 15, G T Road, Ghaziabad-201001, Uttar Pradesh.	10.00
19.	10083704	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Hyderabad) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	33.00

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
20.	10080409	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -UCO BANK) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	24.16
21.	10076828	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - The Hongkong and Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	25.00
22.	10044088	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Mysore) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	30.00
23.	10044092	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Mysore) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	37.00
24.	10040259	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -Export Import Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	12.58
25.	10039657	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -UCO BANK) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	28.00
26.	10036111	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	7.56
27.	10031838	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Hyderabad) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	42.136
28.	10028229	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	75.00

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(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
29.	10026022	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	39.92
30.	10025618	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	60.19
31.	110016390	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	35.82
32.	10018728	KOTAK MAHINDRA BANK LIMITED 36-38A, NARIMAN BHAVAN, 227,D,, NARIMAN POINT,, MUMBAI, MAHARASHTRA - 400021, INDIA	5.00
33.	80039195	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -The Hongkong & Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	14.00
34.	80039279	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -The Hongkong & Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	14.00
35.	80016666	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	23.00
36.	80016662	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	33.51
37.	80035288	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	40.00

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
38.	90281031	SYNDICATE BANK,CORPORATE FINANCE BRANCH DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI, DELHI –110022, INDIA	7.08
39.	80022064	CHHABILDAS INVESTMENTS PRIVATE LIMITED (Assignor-Standard Chartered Bank) 15, G T Road, Ghaziabad-201001, Uttar Pradesh.	25.00
40.	80022066	CHHABILDAS INVESTMENTS PRIVATE LIMITED (Assignor-Standard Chartered Bank) 15, G T Road, Ghaziabad-201001, Uttar Pradesh.	25.00
41.	90280845	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	10.00
42.	90277817	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	15.00
43.	90280768	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD,, K ALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	7.56
44.	90280728	SYNDICATE BANK CORPORATE FINANCE BRANCH,, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V,, NEW DELHI, DELHI –110022, INDIA	11.02
45.	90280722	THE JAMMU & KASHMIR BANK LTD. 26/34, PAL MOHAN MANSION, EAST PATEL NAGAR, RAJINDER PLACE, NEW DELHI, DELHI - 110008, INDIA	21.95
46.	80046862	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI, DELHI - 110001, INDIA MUMBAI, MAHARASHTRA - 400098, INDIA	5.00

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
44	90280728	SYNDICATE BANK CORPORATE FINANCE BRANCH,, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V,, NEW DELHI, DELHI -110022, INDIA	11.02
45	90280722	THE JAMMU & KASHMIR BANK LTD. 26/34, PAL MOHAN MANSION, EAST PATEL NAGAR, RAJINDER PLACE, NEW DELHI, DELHI - 110008, INDIA	21.95
46	80046862	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI, DELHI - 110001, INDIA	5.00
47.	90275299	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI, DELHI - 110001, INDIA	11.50
48.	90278875	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	170.56
49.	90276714	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	418.50

The financial assistance from Banks/ Financial institutions/ ARCs continues to be secured by way of first charge on pari-passu basis for financial assistance received/to be received from Financial Institutions/Banks for terms loans and second charge basis in favour of Bankers of the company on pari-passu basis, to secure Working Capital facilities provided by Banks and on exclusive charge basis in their favour as may be called for, on all the immovable & movable properties of the Company, both present & future subject to any conditions as may be specified by any judicial/ quasi judicial or government authorities at any point of time.

As per Section 79 and 180 (1) (a), and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of a public company shall not, without the consent of the Shareholders in General Meeting, Sale/lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the company, or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertakings. Since the mortgaging by the company of its immovable & movable properties, as aforesaid in favour of above financial institutions and Bank may be regarded as disposal of the Company's properties/ undertaking,

ALPS INDUSTRIES LTD.

Thereafter it is necessary for the members to pass the special resolution under Section 180 (1) (a), and other applicable provisions, if any, of the Companies Act, 2013 to continue the creation of the said mortgage/charges. Copy of the sanction letters/LOI from the above financial institutions/ Banks are open for inspection at the Registered office and Corporate office of the Company situated at 57/2, Site-IV, Industrial Area, Sahibabad, Ghaziabad -201010 (U.P.), during the business hours on all the working days except Sundays between 10.00 A.M. to 1.00 P.M. till the date of the Annual General meeting.

None of the persons as specified under Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise except to the extent of their shareholdings if any.

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

AJAY GUPTA
(COMPANY SECRETARY &
GENERAL MANAGER- LEGAL)

Place : Ghaziabad

Date : May 30, 2019

Registered Office :

57/2, Site IV, Industrial Area,
Sahibabad, Ghaziabad-201010 (U.P.)

PROCESS OF 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 and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the 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, forth with and submit to the chairman of the meeting.
4. The results shall be declared on or after the AGM of the company. The results declared alongwith the scrutinizer's Report shall be placed on the company's website i.e. www.alpsindustries.com and on the website of CDSL e-voting immediately after the approval and declaration by the Chairman of the meeting and be communicated to BSE & NSE.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Wednesday August 28, 2019 at 10:00 A.M. and ends on Friday, August 30, 2019 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. Saturday August 24, 2019 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 venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field mentioned in the sticker pasted on the top of the first page of the Notice. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab
- (x) Members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN -Alps Industries Limited- on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) Shareholders can also cast their vote using CDSL mobile app m- voting available for android based mobiles. The m-voting app can be downloaded from Google play store. Apple & Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) If a demat account holder has forgotten the changed 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..
- (xx) **Note for Non – Individual Shareholders and Custodians**
- 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.
 - 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.
- (xxi) 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.

ALPS INDUSTRIES LTD.

ALPS INDUSTRIES LIMITED

Registered Office: 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad-201010 (U.P.)

CIN: L51109UP1972PLC003544

Regd. Folio*

Client I.D.*

D.P. I.D.

ATTENDANCE SLIP – 47th ANNUAL GENERAL MEETING- 31st AUGUST, 2019

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND OVER IT AT THE ENTRANCE*

I Certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 47th Annual General Meeting of the Company held on Saturday, August 31, 2019 at 10:00 A.M. at the Registered Office of the company situated at 57/2, Site IV, Industrial area, Sahibabad, Ghaziabad 201010 (U.P.)

.....
*Member/Proxy's Name in Block Letters

.....
*Members/Proxy's Signature

Note :

1. Member/Proxy must bring the Attendance Slip to the venue of the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.
3. NO GIFTS WILL BE GIVEN.
4. Shareholders or their proxy should bring their Driving License/Voter Identity Card/Aadhar Card or PAN Card for Verification/ Identification or any other valid proof of identity and copy of Board resolution/POA in case of authorized representatives of body corporates/Banks /ARCs.
5. The user id and password for the e voting will be as mentioned in the instructions of E voting as per annexure 1.
6. In terms of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, it is to inform that the holder may vote either For or Against each resolution.

***Strike out whichever is not applicable**



Tear Here



Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L51109UP1972PLC003544

Name of the company : ALPS INDUSTRIES LIMITED

Registered office : 57/2 Site IV, Industrial Area, Sahibabad, Ghaziabad -201010 (U.P.)

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client ID / DP ID :

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name :Address :

E-mail Id : Signature:, or failing him

2. Name :Address :

E-mail Id : Signature:, or failing him

3. Name :Address :

E-mail Id : Signature:

as my/our proxy to attend and vote (on a poll) either for or against the each resolution for me/us and on my/our behalf at the 47th Annual general meeting of the company, to be held on Saturday August 31, 2019 at 10:00 A.M. at the Registered Office of the company situated at 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad-201010 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting in terms of section 105 of the Companies Act 2013.

2. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the share capital of the company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

ALPS INDUSTRIES LIMITED

Registered Office: 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad-201010 (U.P.)

CIN: L51109UP1972PLC003544

**FORM MGT - 12
BALLOT PAPER FOR VOTING****DP ID :****Client :-****Folio No.****No. of Shares:**

I/We hereby tender my/our vote at the 47th Annual General Meeting of the Company held on Saturday, August 31, 2019 at 10:00 A.M. at the Registered Office of the company as under:

S.No.	Resolutions	In Favor	Not in favor
1.	To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31st March 2019, the statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)		
2.	To appoin a director in place of Mr. Sandeep Agarwal (DIN. 00139439) Non-Independent and Executive Promoter Director designated as Managing Director retires by Rotation and being eligible, offers himself, for reappointment. (Ordinary Resolution)		
3.	To approve the re-appointment of Statutory Auditors M/s. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C),who shall hold office from the conclusion of this 47th Annual General Meeting until the conclusion of the 52nd Annual General Meeting i.e. for five years and to fix their remuneration (Ordinary Resolution)		
4.	To consider the reappointment of Mr. Sandeep Agarwal (DIN: 00139439) as Managing Director of the Company for further period of three years w.e.f. 01.04.2020 to 31.03.2023. (Special Resolution)		
5.	To approve to be continued to be the appointment of Mr. K.K. Agarwal (DIN: 00139252) as director of the company designated as Non Executive Chairman. (Special Resolution)		
6.	To reappoint M/s. Gaurav Gupta & Associates, Cost Accountants, Delhi, (Firm Regn. No.104132) as Cost Auditors for the financial year 2019-20. (Special Resolution)		
7.	To approve the borrowings of the company and sale of Idle Fixed Assets under section 180 (1) of the Company Act 2013. (Special Resolution)		

Signed this 31st August, 2019.

Affix Revenue stamp

Signature of shareholder

Signature of Proxy holder(s)