

**ALPS INDUSTRIES LIMITED**

**MINUTES OF THE 40<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY  
HELD ON SATURDAY, 29<sup>TH</sup> SEPTEMBER 2012, AT 10.00 A.M. AT THE  
CORPORATE OFFICE OF THE COMPANY AT 57/2, SITE IV INDL. AREA  
SAHIBABAD, GHAZIABAD.**

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**PRESENT:**

- |                              |   |    |
|------------------------------|---|----|
| 1. MR. K.K. AGARWAL          | (NON EXECUTIVE CHAIRMAN)                                    |    |
| 2. MR. P.K. RAJPUT           | (EXECUTIVE DIRECTOR)  |    |
| 3. MR. PRABHAT KRISHNA       | (INDEPENDENT DIRECTOR &<br>CHAIRMAN OF THE AUDIT COMMITTEE) |    |
| 4. MR. TILAK RAJ KHOSLA      | (INDEPENDENT DIRECTOR)                                      |    |
| 5. MR. M.L. SHARMA           | (SPECIAL DIRECTOR BY BIFR)                                  |    |
| 6. MR. MUNISH KR. JAIN       | (STATUTORY AUDITORS)  |    |
| 7. MEMBERS (IN PERSON)       |   | 27 |
| (AS PER ATTENDANCE REGISTER) |   |    |
| 8. MEMBERS (THROUGH PROXY)   |   | 22 |
| (AS PER ATTENDANCE REGISTER) |   |    |
| TOTAL MEMBERS PRESENT        |   | 49 |
| (AS PER ATTENDANCE REGISTER) |   |    |

**IN ATTENDANCE:**

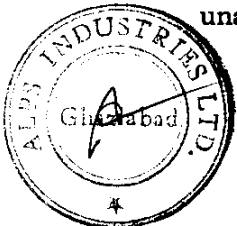
- |                     |                                 |
|---------------------|---------------------------------|
| 9. MR. A.K. SINGHAL | PRESIDENT CORP. (ACCOUNTS )     |
| 10. MR. AJAY GUPTA  | (COMPANY SECRETARY& G.M. LEGAL) |

**1. QUORUM**

The Company Secretary informed the members of the Company that the necessary minimum quorum was present at the meeting; hence the meeting was in order, which was further confirmed by the Chairman of the meeting.

**2. APPOINTMENT OF CHAIRMAN**

Mr. K.K. Agarwal, Non Executive Chairman & Director, of the Company took the chair as Chairman of the meeting as he was elected by the present members unanimously.



### **3. CHAIRMAN'S SPEECH**

The Company Secretary requested the Chairman to address the members of the Company. The Chairman addressed to the members and briefed them about the performance and various future plans of the Company including the financial debt restructuring in terms of the CDR Scheme and status of the draft of DRS under BIFR.

The Chairman also informed the members that the Register of Members & Register of Directors' shareholding and all other documents relevant to the proposed resolutions were open and accessible during the continuance of the meeting.

### **4. READING OF NOTICE, DIRECTORS REPORT AND AUDITORS REPORT.**

As required under the Law, the Chairman of the meeting instruct the Company Secretary to read out the Notice of the meeting and Auditors report on the Financial Statement for the financial year ended on March 31, 2012. Accordingly the Notice, Auditors Report and Directors Report was read out by the Company Secretary.

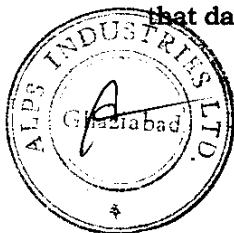
### **5. REGISTER OF DIRECTOR'S SHAREHOLDINGS**

The company secretary informed to the members of the company that the register of director's shareholdings is available for information of all the members of the company.

### **ORDINARY BUSINESS**

### **6. ADOPTION OF FINANCIAL STATEMENTS AND DIRECTORS REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2012.**

The Company Secretary informed to the members of the Company that Item No.1 of the Notice is related to adoption of the Balance Sheet for the financial year ended on the 31.03.2012, Profit & Loss Account for the period ended on that date and the report of the Board of Directors and Auditors thereon.



Mr. Tejpal Singh proposed and Mr. Charan Singh Saini seconded the same. After the detailed deliberations the Chairman declared the following resolution passed by majority by way of show of hands:-

**"RESOLVED THAT** the Directors' Report and the Audited Balance Sheet and the statement of Profit & Loss account for the financial year ended March 31, 2012 along with Auditors' Report thereon be and are hereby approved and adopted."

**7. RE APPOINTMENT OF MR. TILAK RAJ KHOSLA (DIN NO. 02724242) AS DIRECTOR OF THE COMPANY.**

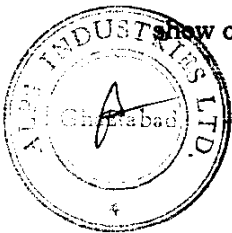
The Company Secretary informed the members of the Company that Item No. 2 of the Notice is related to re-appointment of Mr. Tilak Raj Khosla (DIN No. 02724242) as a Director liable to retire by rotation and who offered himself for the re-appointment. Mr. Nishant Sharma proposed and Mr. Bharat Bhushan Singhal seconded the same. The Chairman declared the following resolution passed by overwhelming majority by show of hands:-

**"RESOLVED THAT** Mr. Tilak Raj Khosla (DIN No. 02724242), Director of the Company who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as Director of the Company liable to retire by rotation."

**8. RE-APPOINTMENT OF M/S. P. JAIN & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY.**

The Company Secretary informed the members of the Company that Item No. 3 of the Notice is related to re-appointment of M/s. P. Jain & Co., Chartered Accountants as Statutory Auditors of the Company till the conclusion of the next Annual General Meeting of the Company under section 224A of the Companies Act, 1956, due to holding of preference shares (OCCPS /CRPS) by more than 25% of paid up share capital, as per the latest shareholding pattern, by Bankers of the Company.

Mr. Pradeep Kumar Goswami proposed and Mr. Shiv Kumar seconded the same. The Chairman declared the following resolution passed by majority by way of show of hands by way of special resolution:-

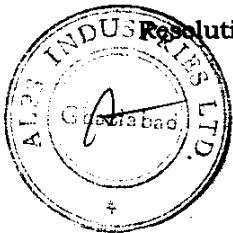


**“RESOLVED THAT M/s. P. Jain & Co., Chartered Accountants, Ghaziabad, (Firm Registration No. 000711C) be and are hereby appointed under section 224 & 224A and other applicable provisions of Companies Act, 1956, as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration, plus service tax as applicable and reimbursement of out of pocket expenses related with the audit, as shall be fixed by the Audit committee and Board of Directors in this behalf.”**

**SPECIAL BUSINESS**

**9. RECOMPOSITION AND RECLASSIFICATION OF AUTHORISED SHARE CAPITAL.**

The Company Secretary informed the members of the Company that Item No. 4 of the Notice is related to the re-composition & re-classification of the Authorized Share Capital to accommodate the option of conversion of 164,770,960 6% OCCPS into 152,283,696 Equity shares. In terms of the Scheme of financial restructuring sanctioned by the Corporate Debt Restructuring Empowered Group (CDR-EG) on August 31, 2009 and as amended from time to time including the reworked of CDR approved on March 31, 2011, further in terms of the approval from the shareholders at the Annual General Meeting (AGM) held on December 11, 2009 and AGM held on September 30, 2011 and in terms of the approval obtained or to be obtained from the Stock Exchanges or any other authority including CDR EG/Banks as may be required, company may allot 164,770,960 6% Optionally Convertible Cumulative Preference Shares (OCCPS) and which may be converted into 152,283,696 equity shares as per the options which may be exercised by the Holders of OCCPS within the time limits stipulated under the CDR Scheme as approved on August 31, 2009 as amended from time to time. The Board of Directors or any committee thereof needs to be authorized under section 94 and other applicable sections of the Companies Act, 1956 to re-compose and reclassify the authorized share capital to accommodate the conversion of aforesaid OCCPS into equity shares from time to time and consequently to amend the clause V of the Memorandum of Association. As the matter requires the consent of the members of the company by way of Special Resolution, the matter have been referred to the members of the company.



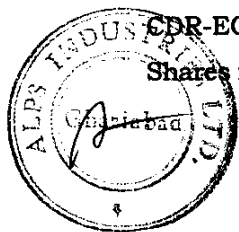
Mr. Vijender Singh proposed and Mr. Kishore Kumar Vishwakarma seconded the same. The Chairman declared the following resolution passed by majority by way of show of hands by way of **special resolution**:-

**“RESOLVED THAT** the Board of Directors or any committee thereof be and is hereby authorized under section 94 and other applicable sections of the Companies Act, 1956 to recompose and reclassify the authorized share capital to such extent and in such phases, as may be required to accommodate the option of conversion of 164,770,960, 6% Optionally Convertible Cumulative Preference shares (OCCPS) into 152,283,696, equity shares which may be exercised by the holders of OCCPS within the time limits stipulated under the CDR Scheme as approved on August 31, 2009 and as amended from time to time including the reworked of CDR approved on March 31, 2011, and the Clauses V of the Memorandum of Association may be amended from time to time as per the discretionary powers of the Board of Directors or Committee thereof.

**“RESOLVED FURTHER THAT** Board of Directors or any committee thereof of the company be and are hereby authorized to take all legal and procedural steps including the filing of necessary forms with ROC to implement the aforesaid proposal without any further reference to the members of the company.”

**10. APPROVAL OF CHANGE IN MINIMUM APPLICABLE PRICE AND RELEVANT DATE.**

The Company Secretary informed the members of the Company that Item No. 5 of the Notice is related to approval of change in Minimum Applicable Price Rs. 10.82/- per share instead of Rs. 6.69/- per share and for the change of relevant date from March 31, 2011 to August 31, 2009 for conversion of 6% OCCPS into equity shares, which is in terms of the scheme of financial restructuring sanctioned by the Corporate Debt Restructuring Empowered Group (CDR-EG) on August 31, 2009 and as amended from time to time and also in terms of the approval taken from the shareholders of the company at the Annual General Meeting of the company held on December 11, 2009 and further on September 30, 2011. Accordingly the Minimum Applicable Price (MAP) of Rs. 10.82/- per equity share instead of Rs. 6.69/- per equity share, based on the relevant date i.e. August 31, 2009 being the approval of original CDR Scheme sanctioned CDR-EG, for conversion of 6% Optionally Cumulative Convertible Preference Shares into equity shares, needs to be approved.



As the matter requires the consent of the members of the company by way of Special Resolution, the matter have been referred to the members of the company.

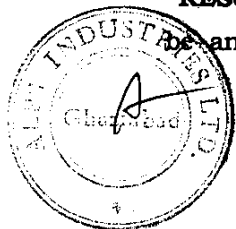
Mr. A.K. Singhal proposed and Mr. Navneet Rasania seconded the same. The Chairman declared the following resolution passed by majority by way of show of hands by way of special resolution:-

**“RESOLVED THAT** in terms of the Scheme of financial restructuring sanctioned by the Corporate Debt Restructuring Empowered Group (CDR-EG) on August 31, 2009 and as amended from time to time and also in terms of the approval taken from the shareholders of the company at the Annual General Meeting of the company held on December 11, 2009 and further on September 30, 2011, as per the details of allottees of OCCPS as mentioned below, the Minimum Applicable Price (MAP) of Rs. 10.82/-per share instead of Rs. 6.69/-per share based on the relevant date i.e. August 31, 2009 being the approval of original CDR Scheme sanctioned by CDR-EG, for conversion of 6% Optionally Cumulative Convertible Preference Shares into equity shares, be and is hereby approved :

Sr. No.	Name of the Lenders	Approval already taken in the AGM held on 30.09.2011 6% OCCPS under the CDR Scheme approved on August 31, 2009	Probable Conversion of OCCPS into equity Shares @ Rs. 10.82/- (Based on MAP on August 31, 2009, being the Relevant Date)
1	State Bank of Mysore	6,740,000	6,229,205
2	State Bank of Hyderabad	4,050,000	3,743,068
3	Punjab National Bank	13,490,000	12,467,652
4	ICICI Bank Limited	2,160,000	1,996,303
5	HDFC Bank Limited	1,080,000	998,152
		<b>27,520,000</b>	<b>25,434,380</b>

**“RESOLVED FURTHER THAT** the consent of members be and is hereby accorded for change of relevant date from March 31, 2011 to August 31, 2009 consequently Minimum Applicable Price from Rs. 6.69/-per share to Rs. 10.82/-per share for conversion of aforesaid OCCPS into equity shares and accordingly the approval taken at the annual general meeting held on September 30, 2011 to allot the 27,520,000 OCCPS stands modified to that extent.

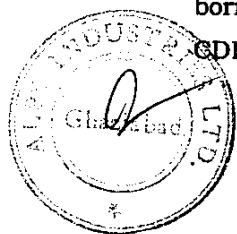
**“RESOLVED FURTHER THAT,** the Board of Directors or any committee thereof and is hereby authorized to take all the necessary steps including the



submission of necessary documents to ROC or any other government/semi government/private authorities, banks, CDR EG, Stock Exchanges etc. to implement the aforesaid amendments and approval be and is hereby also accorded for the rectification of any action /steps as might have been already taken to implement the same and stock exchanges be intimated suitably to take on record the aforesaid amendments with regard to any approval accorded/to be accorded at any point of time.

**11. FURTHER ISSUE OF 14,960,419 1% CRPS UNDER CATEGORY - 'C' AND 98,872,133 1% CRPS UNDER CATEGORY - 'D' AGGREGATING TO 113,832,552 QUASI EQUITY INSTRUMENTS.**

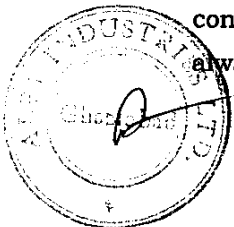
The Company Secretary informed to the members of the company that Item No. 6 of the Notice is related with further issue of 14,960,419 1% CRPS under category-'C' and 98,872,133 1% CRPS under category-'D' aggregating to 113,832,552 quasi equity instruments. The company has been experiencing financial crunch due to global recession coupled with substantial increase in prices of raw material specially cotton and high fluctuations in foreign currency exchange rates which resulted in heavy losses to the company; there was erosion in working capital of the company which adversely affected the debt serviceability of the Company. With a view to tide over the above difficulty arising out of the industry situation and the company's specific issues, the company had approached SBI and other lenders for restructuring of its liabilities under CDR mechanism and a restructuring package was approved by CDR-EG in August 2009 to the company. The Company had achieved the top line as per CDR projections during financial year 2009-10 but could not achieve the projected Operating Profit level in subsequent year i.e. 2010-11 mainly due to higher cost of raw materials and delay in implementation of Meerut Plant. The liquidity position of the Company was further adversely affected and the company found it difficult to serve the debt obligations as already restructured under the CDR mechanism. The Company informed its lenders that considering its present EBIDTA level and liquidity position, it would not be possible for the company to meet out the present payment obligations as per restructuring package under CDR and requested the lenders/ Management Committee (MC) for permitting re-work of the existing CDR restructuring package. Hence, the company submitted the Re-work of CDR Scheme for restructuring the borrowings which was approved by the CDR Cell on August 31, 2009, original CDR Scheme & Re-worked CDR Scheme on March 31, 2011 and intimated to



the company vide LOA dated September 11, 2009 & May 4, 2011, respectively. In accordance with the Re-worked and restructured CDR Scheme, the company has to issue the Quasi-Equity instruments against the term loans (secured and unsecured), unpaid derivative losses & MTM losses. The company had obtained the approval for the allotment of quasi equity instruments at the Annual General Meeting held on December 11, 2009 and further on September 30, 2011 but due to increase in number of instruments to accommodate the interest due on the outstanding, the fresh approval has been sought.

Mr. Kailash Mohan Awasthi proposed and Mr. Jamil Ahmed Khan seconded the same. The Chairman declared the following resolution passed by overwhelming majority by way of show of hands by way of **special resolution** :-

**"RESOLVED THAT** pursuant to section 80, 81, 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956, and under the Provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, the Articles of Association of the Company, and the listing agreement entered into by the company with the Stock Exchanges, where Shares of the Company are listed, Original CDR as approved on August 31 2009 and further on Re-worked of Corporate Debt Restructuring Scheme (CDR) of the company as approved by the concerned authorities on March 31, 2011 and conveyed to the company vide LOA dated September 11 2009 and May 4, 2011 respectively and subject to any directions/exemptions issued by the Board for Industrial & Financial Reconstruction (BIFR) in terms of Industrial & Financial Reconstruction (BIFR) in terms of the Rehabilitation Scheme as may be approved by BIFR, and subject to such approvals, consents, permissions and/or sanctions as may be required from the Securities and Exchange Board of India (SEBI), Banks/Financial Institutions or any other lenders (secured or unsecured) or claimant under unpaid derivative losses and MTM derivative losses or Foreign Exchange losses, Reserve Bank of India, and from any other government/ appropriate authorities/institutions of bodies (hereinafter individually/collectively referred to as the "concerned authorities") and subject to such conditions if any, as may be stipulated by the concerned authorities from time to time in granting any such approvals, consents, permissions or sanctions, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) of the Board for the time being, exercising the powers conferred on the Board) and is hereby authorized and empowered and they shall always be deemed to have been so authorized and empowered on behalf of the

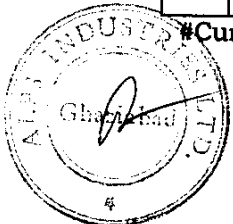




Company, in terms of the approved Re-worked Corporate Debt Restructuring(CDR) Scheme, to create, offer, issue and allot as specified below at a price to be decided in accordance with chapter VII of Securities Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulation, 2009, and as amended from time to time, based on the relevant date i.e. August 31 2009, the minimum price comes to Rs. 10.82 per equity shares, which is the date of approval of Original Corporate Debt Restructuring (CDR) Scheme by concerned authorities/banks or as may be directed by BIFR in terms of the Rehabilitation Scheme of the company, with respect to quasi equity instruments, wherever applicable, issued on preferential basis only or equity shares which may arise on conversion of quasi equity instruments into equity shares, to all or any one or more combinations of members/ shareholders, Body Corporate, Independent Entities, (including Non-resident Indians, Foreign Nationals and FIIs) or any other categories of persons, bankers, institutions, any other lenders (secured or unsecured) or claimant under unpaid derivative losses and MTM derivative losses or Foreign Exchange losses, authorities or otherwise, whether or not such investors are members of the Company, in such manner and in such number as deemed fit by the Board in consultation with the concerned authorities and on such terms and conditions including as to mode of payment, security, rate of interest, conversion and other matters, rights and privileges as may be decided by the Board in its absolute discretion in consultation with the lenders/claimant bankers and in the best interest of the Company at the time of such offer, issue or allotment, on such terms as permitted by law and as deemed appropriate by the Board, on preferential basis, to the following bankers/lenders :

Sr. No.	Name of the Allottee	Category/ Nature of Account	Nature of Instruments (Face Value of Rs. 10/-each)		
			#1% CRPS (Unpaid Derivative Losses) Under Category - 'C'	#1% CRPS (MTM Derivative Losses) Under Category - 'D'	Total
1	Development Credit Bank Ltd.	Public - Banks/ Financial Institution	14,960,419	-	14,960,419
2	Kotak Mahindra Bank Limited	Public - Banks/ Financial Institution	-	22,347,331	22,347,331
3	DBS Bank Ltd	Public - Banks/ Financial Institution	-	51,971,814	51,971,814
4	Yes Bank Limited	Public - Banks/ Financial Institution	-	24,552,988	24,552,988
	<b>TOTAL</b>		<b>14,960,419</b>	<b>98,872,133</b>	<b>113,832,552</b>

#Cumulative Redeemable Preference Shares (CRPS)

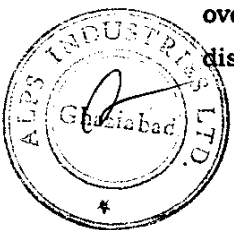


**"RESOLVED FURTHER THAT** the Equity Shares which may arise consequent on the conversion of quasi equity instruments as mentioned above, shall rank pari-passu with the existing Equity shares of the company in all respect including the right of dividend in compliance with the Depository Act, 1996.

**"RESOLVED FURTHER THAT** the Quasi-Equity Instruments i.e. 1% Cumulative Redeemable Preference Shares (CRPS) under category "C" & "D" to be issued on face value of Rs. 10/-each in terms of the original CDR scheme and Re-worked of Corporate Debt Restructuring (CDR) Scheme & BIFR as may be approved by the concerned authorities will be subject to the following major terms and conditions or any other conditions, which may be specified by the authorities including the nature, size, price, conversion terms or any other relevant conditions without further reference to the shareholders, subject to the approval of the Board of Directors or any committee constituted by the Board in this regard and further subject to the approval from SEBI, Stock Exchange, Reserve Bank of India or any other Government Authorities or Stock Market Regulators.

**Terms and conditions for issuance of 14,960,419 @ Rs. 10/-each Aggregating to Rs. 149,604,190, 1% Cumulative Redeemable Preference Shares (CRPS) under Category 'C' of the CDR scheme representing the creditors against Unpaid Derivative Losses.**

- The 1% CRPS would be issued to the lenders which shall be redeemed in 9th & 10th year after the original cut of date i.e. 31.01.2009. In case the cash flows does not permit redemption of these CRPS, the company will issue fresh CRPS, carrying dividend @ 1% p.a. and redeemable in 11th to 16th years, to the holders of original CRPS as a consideration for redemption of original CRPS or redeem the CRPS from the promoters' infusion of funds.
- The instrument would be issued within 12 months form the date of implementation of the first CDR package.
- The principal value of the instrument would be the crystallized amount plus 1% simple interest (in the form of dividend) from the date to crystallization or the cut-off date, whichever is later.
- Subject to availability of funds, the instrument (CRPS) would have preference over other instruments (except instruments under category A & B) in discounted redemption as per the scheme mentioned under the Re-worked



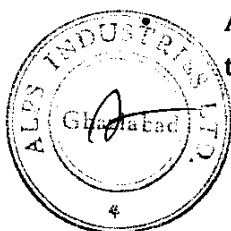
CDR package or as may be amended from time to time, over any other instrument.

- Any other conditions/exemption/direction as may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.
- All other terms and conditions as may be presently or as amended from time to time.

**Terms and conditions for issuance of 98,872,133 @ Rs. 10/-each Aggregating to Rs. 988,721,330, 1% Cumulative Redeemable Preference Shares (CRPS) under category 'D' of the CDR scheme representing the creditors against MTM derivative losses.**

- The 1% CRPS would be issued to the lenders which shall be redeemed in 9th & 10th year after the original cut of date i.e. 31.01.2009. In case the cash flows does not permit redemption of these CRPS, the company will issue fresh CRPS, carrying dividend @ 1% p.a. and redeemable in 11th to 16th years, to the holders of original CRPS as a consideration for redemption of original CRPS or redeem the CRPS from the promoters' infusion of funds.
- The instrument would be issued within 12 months form the closing of the year in which MTM Liability is crystallized.
- The principal value of the instrument would be the crystallized amount plus 1% simple interest (in the form of dividend) from the date to crystallization or the cut off date, whichever is later.
- Subject to availability of funds, the instrument (CRPS) would have preference over other instruments (except instruments under category A & B but at par with instrument C) in discounted redemption as per the scheme mentioned under the Re-worked CDR package as may be amended from time to time, over any other instrument.
- Any other conditions/exemption/direction as may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.

All other terms and conditions as may be presently or as amended from time to time.



**Other General Terms and Conditions applicable to Quasi-Equity Instruments i.e. CRPS.**

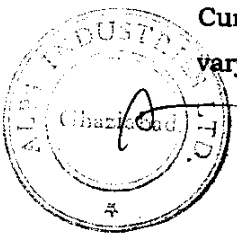
- Subject to availability of funds, the instrument would have preference over other instruments in discounted redemption as per scheme decided hereinabove over any other instruments.
- The owners of the instruments may exercise option for full and final settlement of the full value of any of the instruments at a discount not below the percentage mentioned in each year. The company shall (with the approval of their Board of Directors and the CDR Monitoring Committee) within 45 days from the close of the financial year ending March of each year seek option for settlement from each instrument holder for a total specified amount (to vary based upon previous years' performance). Settlement shall be made based on the discount quoted. The instrument holder offering higher discount (in closed envelop offer) would get preference over the others, and so on. The minimum discount slab is as under:

Year ending 31/03	2013	2014	2015	2016	2017	2018
Minimum discount	75%	60%	50%	40%	30%	20%

This option would be available, at par, to all the instrument holder i.e. A, B, C and D subject to preferential (A, B, C and D) treatment if discount offered is identical.

- Any other conditions/exemption/direction as may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.
- All other terms and conditions as may be presently or as amended from time to time.

**"RESOLVED FURTHER THAT** subject to SEBI guidelines, Re-worked CDR Scheme of the company as approved and amended from time to time by the concerned authorities, and other applicable laws, BIFR under Rehabilitation Scheme, the Board, or any committee thereof as constituted by them, be and is hereby authorized to decide and approve the terms and conditions of the issue of above mentioned Quasi-Equity Instruments i.e. 14,960,419, 1% Cumulative Redeemable Preference Shares (CRPS) under category 'C' and 98,872,133 1% Cumulative Redeemable Preference Shares (CRPS) under category 'D', and to vary, modify or alter any of the terms and conditions, including size/conversion

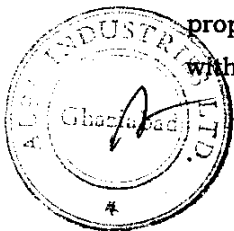


price of the issue, as it may deem expedient."

**"RESOLVED FURTHER THAT** the 14,960,419, 1% Cumulative Redeemable Preference Shares (CRPS) under category 'C' and 98,872,133 1% Cumulative Redeemable Preference Shares (CRPS) under category 'D' issued on preferential basis and allotted as aforesaid, shall be subject to the Memorandum and Articles of Association of the Company and Equity Shares consequent on conversion of quasi equity instruments to equity, if any, shall rank pari passu in all respects with the existing equity Shares of the Company and Quasi-Equity Instruments i.e. 1% Cumulative Redeemable Preference Shares (CRPS) under category "C" & "D" shall be eligible of the rights of dividend over equity shareholder, as per the terms of original CDR Scheme and Re-worked CDR scheme."

**"RESOLVED FURTHER THAT** the Board or a duly authorized committee thereof shall be authorized to issue/allot in terms of Section 80, 81, 81(1A) and any other applicable provisions of the Companies Act, 1956, and under the Provisions of the Foreign Exchange Management Act, 1999, as amended from time to time to offer/issue/allot the said Quasi-Equity Instruments i.e. 14,960,419 1% Cumulative Redeemable Preference Shares (CRPS) under category 'C' and 98,872,133 1% Cumulative Redeemable Preference Shares (CRPS) under category 'D', at the option of the holders of these instruments, on such terms and conditions as permitted under law."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to all or any of the foregoing, the Board or a duly authorized committee thereof be and is hereby authorized in its absolute discretion as it deems fit, inter alia, and from time to time to finalize the Letter of Offer, Application form(s) etc., the price of Securities and to make or carry out any alterations or modifications to the above and to accept and give effect to such alterations or modifications, as regards the terms and conditions of the issue as suggested or recommended by any of the concerned authorities, CDR Scheme of the company or as may be deemed to be expedient and in the best interests of the company suo moto or based on advice of capital markets intermediaries /agency(ies) without requiring to revert to the members of the company and to do all such acts, deeds, matters and things as they may in their absolute discretion, consider necessary, expedient usual or proper or settle any question or remove any difficulty or doubt that may arise with regard to the terms and conditions of the issue including utilization of the



proceeds of the issue within the framework of the CDR Scheme of the company and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient to implement the scheme and that all or any other powers conferred on the Board vide this Resolution may be exercised by the Board or such Committee(s) thereof as the Board may constitute in this behalf."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or any other officer or officers of the company to give effect to the aforesaid resolution including to execute any documents on behalf of the company and to represent the company before any government authorities approving the CDR Scheme of the company/lenders or bankers of the company and for this purpose, to appoint any Professional Advisers/Consultants/Lawyers."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to enter into arrangements/ agreements/make payment of dividend in priority to equity share holders in case of Quasi-Equity Instruments i.e. 14,960,419 1% Cumulative Redeemable Preference Shares (CRPS) under category 'C' and 98,872,133 1% Cumulative Redeemable Preference Shares (CRPS) under category 'D' as per the terms and conditions mentioned above, including the interchanging of quantum of instruments, number as well as value, and to settle all questions, difficulties or doubts that may arise in regard to such issue as the board, in its absolute discretion deem fit and take all steps which are incidental, consequential, relevant or ancillary in this connection."

**12. VOTE OF THANKS.**

The meeting concluded with a vote of thanks to the Chair.

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**PLACE: GHAZIABAD**  
**DATE : OCTOBER 1, 2012**

*Sd/-*  
**(K.K. AGARWAL)**  
**CHAIRMAN OF THE MEETING**

For Alps Industries Limited

*[Signature]*  
**ANAY GOPIA**  
(Company Secretary &  
General Manager-Legal)