

ALPS INDUSTRIES LIMITED

**MINUTES OF THE 41ST ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON MONDAY, 30TH SEPTEMBER 2013, 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 &<br>DIRECTOR )                     |
| 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. P.K. LAMBHA                                         | (INDEPENDENT DIRECTOR)                                      |
| 6. MR. MUNISH KR. JAIN                                     | (STATUTORY AUDITORS)                                        |
| 7. MEMBERS (IN PERSON)<br>(AS PER ATTENDANCE REGISTER)     | 46                                                          |
| 8. MEMBERS (THROUGH PROXY)<br>(AS PER ATTENDANCE REGISTER) | 4                                                           |
| TOTAL MEMBERS PRESENT<br>(AS PER ATTENDANCE REGISTER)      | <b>50</b>                                                   |

**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 of 30 members *in person* 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, 2013. 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, 2013.**

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 31.03.2013, Profit & Loss Account for the period ended on that date and the report of the Board of Directors and Auditors thereon.

Mr. Prem Chand 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, 2013 along with Auditors' Report thereon be and are hereby approved and adopted."

**7. RE APPOINTMENT OF MR. PRAMOD KUMAR RAJPUT (DIN NO. 00597342) 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. Pramod kumar Rajput (DIN No. 00597342) as a Director liable to retire by rotation and who offered himself for the re-appointment. Mrs. Santosh Gupta 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. Pramod kumar Rajput (DIN No. 00597342), 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.



Mrs. Mamta Rastogi proposed and Mr. Chetan Agarwal seconded the same. The Chairman declared the following resolution passed unanimously 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. RE-APPOINTMENT OF MR. SANDEEP AGRAWAL AS MANAGING DIRECTOR OF THE COMPANY.**

It was informed to the members of the company that Mr. K.K. Agrawal, the chairman of the meeting is deemed to be interested in the resolution under section 299/301 and other applicable provisions of the Companies Act 1956, Mr. Prabhat Krishna, independent director and chairman of Audit Committee, was appointed as Chairman of the Meeting for the purpose of this resolution only.

The Company Secretary informed the members of the Company that Mr. Sandeep Agarwal (DIN-00139439) was re-appointed as the Whole Time Director and designated as Managing Director at the Annual General Meeting of the Company held on 27<sup>th</sup> September 2008 for a period of 5 years w.e.f. 01.02.2009. The terms of his office expires on 31<sup>st</sup> January, 2014. As the 42<sup>th</sup> Annual General Meeting of the Company shall fall due after the expiry of the term of office of Managing Director, his re-appointment as a Whole Time Director w.e.f. 01.02.2014 is required to be approved. His re-appointment has been approved by Remuneration Committee and the Board of Directors at the meeting held on May 30, 2013 subject to the approval of the members of the company and the central government, subject to any directions issued by Board of Industrial and Financial Reconstruction, if



required. Hence the matter has been referred to the members of the company for approval by way of **Special Resolution**. The proposed remuneration as under:

**1) Salary and Commission:**

- (a) Salary : Rs.400000/- per month.
- (b) 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 198 to 309 of the Companies Act, 1956.

**2) Perquisites :**

- (a) Furnished residential accommodation inclusive of facilities such as electricity, water and gas.
- (b) Full reimbursement of all medical expenses for self and family.
- (c) Leave travel facility for self and family once a year.
- (d) Fees of Clubs subject to a maximum of two Clubs.
- (e) Personal accident and medical insurance.
- (f) Contributions to Provident Fund, Superannuation or Annuity Fund
- (g) Gratuity as per law
- (h) Encashment of leave at the end of tenure of office.
- (i) Free passage for self and family together with cost of transportation of household items at the end of tenure of office.
- (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 XIII of the Companies Act, 1956. 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.

A statement as required under Section II of Part II of the Schedule XIII of the Companies Act, 1956 being annexed to the notice of the meeting.

Mr. Manav Gupta proposed and Mr. Kailash Mohan Awasthi seconded and the following resolution was passed by way of **special resolution**

:

**“RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to the limits specified in Schedule XIII of the said Act, directions as may be provided by Board of Industrial and Financial Reconstruction (BIFR), Mr. Sandeep Agarwal(DIN-00139439) be and is hereby re-appointed as Managing Director of the Company for a further period of five years w.e.f. 01.02.2014 on the terms and conditions, including remuneration, as are set out below and in the draft Agreement, be entered into between the Company and Mr. Sandeep Agarwal.



**1) Salary and Commission:**

- (a) Salary : Rs.400000/- per month.
- (c) 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 198 to 309 of the Companies Act, 1956.

**2) Perquisites :**

- (a) Furnished residential accommodation inclusive of facilities such as electricity, water and gas.
- (b) Full reimbursement of all medical expenses for self and family.
- (c) Leave travel facility for self and family once a year.
- (d) Fees of Clubs subject to a maximum of two Clubs.
- (e) Personal accident and medical insurance.
- (f) Contributions to Provident Fund, Superannuation or Annuity Fund
- (g) Gratuity as per law
- (h) Encashment of leave at the end of tenure of office.
- (i) Free passage for self and family together with cost of transportation of household items at the end of tenure of office.
- (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 XIII of the Companies Act, 1956. 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 allowance) of the said Agreement, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 as may be agreed to 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** where in any financial year closing on and after 01.02.2014, the Company has no profits or its profits are inadequate, the Company may pay to Mr. Sandeep Agarwal remuneration by way of salary, perquisites and other allowances subject to the approval of the Bankers, if required, Central Government under section II of Part II of Schedule XIII of the Companies Act, 1956 and directions as may be provided by Board of Industrial and Financial Reconstruction (BIFR) under the Draft Rehabilitation scheme (DRS).

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, proper or expedient to give effect to this resolution.”





**10. VOTE OF THANKS.**

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

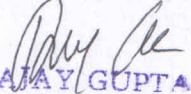
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**PLACE : GHAZIABAD**

**DATE : OCTOBER 1, 2013 (PRABHAT KRISHNA) (K.K. AGARWAL)**  
**(Chairman for Resolution (Chairman of the Meeting**  
**No. 4 only of the Notice) for all matters other than**  
**Resolution no. 4 of the**  
**Notice)**

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For Alps Industries Limited



**AJAY GUPTA**  
**(Company Secretary &**  
**General Manager-Legal)**