

ALOK INDUSTRIES LIMITED

Peninsula Business Park, Tower B, 2nd & 3rd Floor, Ganpatrao Kadam Marg, Lower Parel,
Mumbai - 400 013. Tel.: 91 22 6178 7000 Fax : 91 22 6178 7118



27th January, 2016

BSE Limited. Listing Department, P.J. Towers, Dalal Street, Mumbai - 400 001. Fax No.: 2272 2037 / 2272 2039	National Stock Exchange of India Ltd, Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. Fax No.: 2659 8237 / 2659 8238
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**Subject: - Notice of Extra-ordinary General Meeting of the Company to be held on
Saturday, 20th February, 2016.**


Dear Sirs,

We are sending herewith three copies of Notice of Extra-ordinary General Meeting of the Company to be held on Saturday, 20th February, 2016 for your information and record.

Kindly acknowledge receipt of the same.

Thanking you,

Yours truly,
FOR ALOK INDUSTRIES LIMITED


K. H. GOPAL
EXECUTIVE DIRECTOR &
SECRETARY

Encl: a/a

ALOK INDUSTRIES LIMITED

Registered Office: 17/5/1, 521/1, Village Rakholi/Saily, Silvassa -396 230 Union Territory of Dadra and Nagar Haveli
Tel. : 0260-6637000 Fax : 0260-2645289
CIN No: L17110DN1986PLC000334
Website: www.alokind.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Alok Industries Limited will be held on Saturday, the 20th day of February, 2016, at 12.00 noon at the Registered Office of the Company at 17/5/1, 521/1, Village Rakholi/Saily, Silvassa -396 230 Union Territory of Dadra and Nagar Haveli to transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual vacancy

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) M/s. NBS & Co., Chartered Accountants, Mumbai (Firm Regn.No.110100W) and M/s. Shah Gupta & Co., Chartered Accountants, Mumbai (Firm Regn.No.109574W) be and are hereby appointed as Joint Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells LLP., Chartered Accountants, Mumbai and that the Joint Auditors shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

By Order of the Board

Registered Office:

17/5/1 & 521/1,
Village Rakholi / Saily,
Silvassa – 396 230,
Union Territory of Dadra & Nagar Haveli

K. H. Gopal
Executive Director & Secretary

Dated: December 17, 2015

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the notice.
2. 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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED HERewith THE NOTICE
3. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 a proxy and such person shall not act as proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 17th February, 2016 (10.00 am) and ends on 19th February, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th February, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

I. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "e-voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder- Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User details/password", option available on www.evoting.nsd.com.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Alok Industries Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bhattivirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:

EVEN (Remote E-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 1800-222-990.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13th February, 2016.

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13th February, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

VI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

VII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

VIII. Mr. Virendra G. Bhatt, Practising Company Secretary (Membership No. 1157) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

IX. The Chairman shall, at the EGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.alokind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & National Stock Exchange of India Limited, Mumbai.

By Order of the Board

Registered Office:

17/5/1 & 521/1,
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Silvassa – 396 230,
Union Territory of Dadra & Nagar Haveli

K. H. Gopal
Executive Director & Secretary

Dated: December 17, 2015

Important Communication to members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant To Section 102 of the Companies Act, 2013

The Company had appointed M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company at the Twenty Eight Annual General Meeting (AGM) held on 26th June, 2015 to hold office till the conclusion of the next AGM.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai have tendered their resignation from the post of Statutory Auditors effective November 30, 2015, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Since, a casual vacancy, in terms of Section 139(8) of the Act, caused by the resignation of auditors can only be filled up by the Company in General Meeting, as per recommendation of the Audit committee, the Board proposes that M/s. NBS & Co., Chartered Accountants, Mumbai (Firm Regn.No.110100W) and M/s. Shah Gupta & Co., Chartered Accountants, Mumbai (Firm Regn.No.109574W) be appointed as the Joint Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, in the Extra-Ordinary General Meeting to be held on Saturday February 20, 2016 at 17/5/1, 521/1, Village Rakholi/Saily, Silvassa -396 230 Union Territory of Dadra and Nagar Haveli.

M/s. NBS & Co., Chartered Accountants, Mumbai (Firm Regn.No.110100W) and M/s. Shah Gupta & Co., Chartered Accountants, Mumbai (Firm Regn.No.109574W) have conveyed their consent to be appointed as the Joint Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under section 139(1) of the Act.

Accordingly, Board recommends the resolution for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board

Registered Office:

17/5/1 & 521/1,
Village Rakholi / Saily,
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Union Territory of Dadra & Nagar Haveli

K. H. Gopal
Executive Director & Secretary

Dated: December 17, 2015