

# RAJIV KHOSLA & ASSOCIATES

M.Com FCS

PRACTISING COMPANY SECRETARY

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To,  
The Chairman of the  
Annual General Meeting  
**Alps Industries Limited**

Dear Sir,

**SUB : Scrutinizer's Report on E-Voting & Physical Voting Conducted Pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015.**

I, Rajiv Khosla Proprietor of Rajiv Khosla & Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Alps Industries Limited having its Registered office at 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad - 201010 U.P. (CIN: L51109UP1972PLC003544) vide resolution dated May 30, 2017, pursuant to the Provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Forty Fifth Annual General Meeting (AGM) of the Company held on Tuesday August 29, 2017.

The Notice dated May 30, 2017 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company held on Tuesday, August 29, 2017.





The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "Cut-off " date on Wednesday , August 23, 2017 were entitled to vote on the proposed resolutions as set out from Item nos. 1 to 11 in the Notice of the 45th Annual General Meeting of Alps Industries Limited.

The voting period for e-voting commenced on Saturday, August 26, 2017 at 10:00 A.M and ended on Monday, August 28, 2017 at 5:00 P.M. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. The members as on the cutoff date i.e. August 23, 2017 were considered for the purpose of voting rights for e-voting as well as in person at the AGM.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

I, now, submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

- 1. Resolution No. 1:-** To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31st March, 2017, 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.





**I. Voted in Favour of Resolution**

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

**II. Voted against the Resolution**

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

**III. Invalid votes :**

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Ordinary resolution.**

- 2. Resolution No. 2 :-** To appoint a Director in place of Mr. P.K. Rajput (DIN No. 00597342), Non Independent and designated as Executive Director by rotation and being eligible, offers himself for re-appointment.





**I. Voted in Favour of Resolution**

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

**II. Voted against the Resolution**

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

**III. Invalid votes :**

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Ordinary resolution.**

**3. Resolution No 3 :-** To ratify the appointment of M/s. R.K. Govil & Co., Chartered Accountants,(Firm Registration No. 000748C), Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the Forty Seventh Annual General Meeting i.e. for Two years and to fix their remuneration.





**I. Voted in Favour of Resolution**

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

**II. Voted against the Resolution**

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

**III. Invalid votes :**

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Ordinary resolution.**

4. **Resolution No 4:** Related to reappointment of Mr. Prabhat Krishna (DIN No. 02569624), an Independent Director, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second & final term of Five years from the due date of appointment i.e. from February 11, 2018 to February 10, 2023.





### I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

### II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

### III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

5. **Resolution No 5:** Related to reappointment of Mr. Pradyumn Kumar Lamba (DIN: 02843166) an Independent Director, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second & final term of Five years from the due date of appointment i.e. from February 11, 2018 to February 10, 2023.,





### I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

### II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

### III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

- 6. Resolution No 6:** Related to reappointment of Mr. Tilak Raj Khosla (DIN: 02724242), an Independent Director, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second & final term of Five years from the due date of appointment i.e. from February 11, 2018 to February 10, 2023.,





### I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

### II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

### III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

- 7. Resolution No 7:** Related to reappointment of Ms. Deepika Shergill (DIN NO. 07093795), an Independent Director, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second & final term of Five years from the due date of appointment i.e. from February 11, 2018 to February 10, 2023.,





### I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

### II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

### III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

**8 Resolution No 8:** Related to reappointment of Mr. Sandeep Agarwal (DIN No. 00139439), as Managing Director of the Company for a further period of three years w.e.f. 01.04.2017 to 31.03.2020.





### I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

### II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

### III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

- 9. Resolution No 9:** Related to reappointment of Mr. P. K. Rajput (Din No. 00597342) as Executive Director of the Company for a period of three years w.e.f. July 28, 2018 to July 27, 2021 as Executive Director of the Company.





### I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

### II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

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	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

10. **Resolution No 10** :- Related to appointment of M/s. Gaurav Gupta & Associates, Cost Accountant, Ghaziabad (Firm Regn. No. 104132) as Cost Auditors, from April 1, 2017 to March 31, 2018.





### I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

### II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
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Total	2	1125	0.01

### III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

**11 Resolution No 11:** To accord approval for sale of investment in all subsidiaries companies and sale of fixed assets by one of subsidiary company i.e. Snowflakes Meditech Pvt. Ltd.





### I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	10	1355	0.01
Physical	103	11454939	99.98
Total	113	11456294	99.99

### II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	1	1025	0.01
Physical	1	100	0.00
Total	2	1125	0.01

### III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

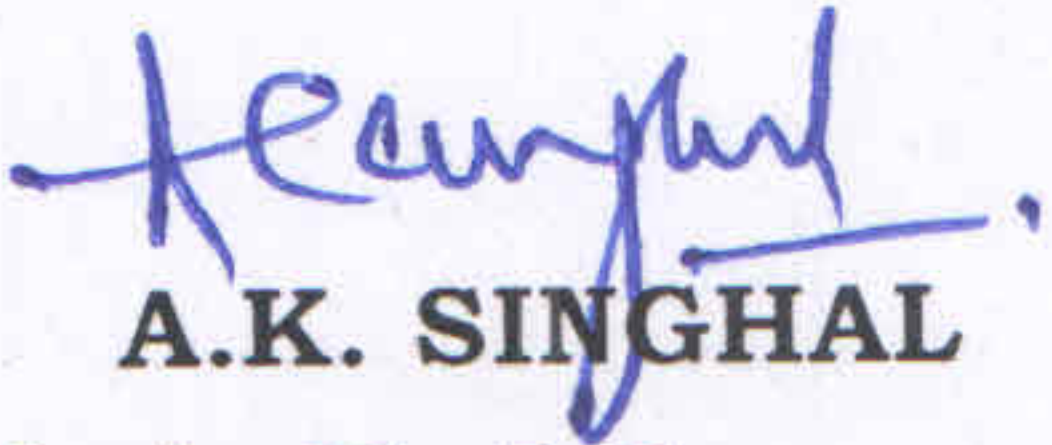
In view of above results the aforesaid resolution passed by way of **Special resolution.**





The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting. and the same are handed over to the Company Secretary for safe keeping.

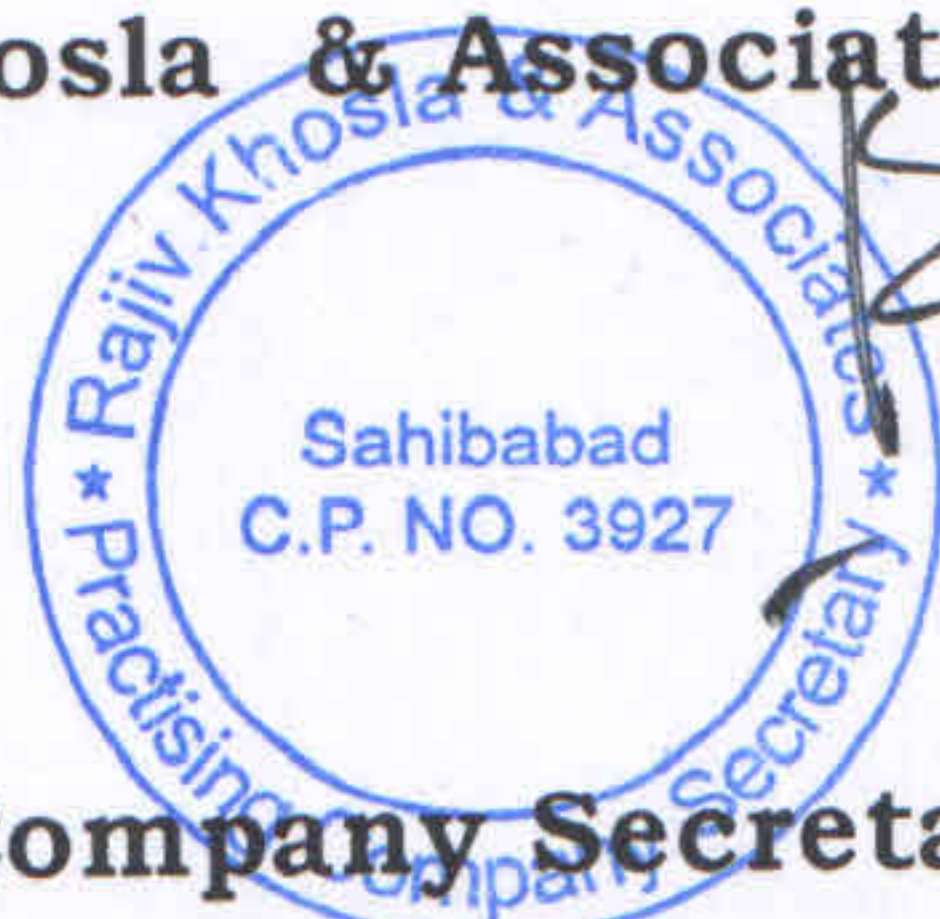
Thanking you,


  
A.K. SINGHAL

(Scrutinizer on behalf of the  
Present members of the Company)

Approved, Accepted & Countersigned by  
For Rajiv Khosla & Associates

Rajiv Khosla  
Prop.  
Practising Company Secretary  
FCS: 5197, CP: 3927



  
(K.K. Agarwal)  
(Chairman of the AGM)

Place: Sahibabad

Dated: August 29, 2017

Witnessed by :-

1. Name & Signature : Mr. Narender Kumar



2. Name & Signature : Mr. Sanjay Sharma

