

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



7th September, 2017

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 the 30th Annual General Meeting of the Company.

Scrip Code: -NSE- ALOKTEXT
BSE- 521070

Dear Sirs,

Pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith copy of the Notice of the 30th Annual General Meeting of the Company to be held on 29th September, 2017 at 12 noon at Alok Public School, Alok City, Silvassa-Khanvel Road, Silvassa - 396230, Union Territory of Dadra and Nagar Haveli.

Kindly take record of the same.

Thanking you,

Yours truly,
FOR ALOK INDUSTRIES LIMITED

AUTHORISED SIGNATORY



ALOK INDUSTRIES LIMITED

Regd. Office: Survey Nos.17/5/1 & 521/1, Village Rakholi/ Saily, Silvassa – 396230,
Union Territory of Dadra and Nagar Haveli
CIN: LI7110DN1986PLC000334

NOTICE

NOTICE is hereby given that the **30th Annual General Meeting** of the members of **ALOK INDUSTRIES LIMITED** (CIN: L17110DN1986PLC000334) will be held at Alok Public School, Alok City, Silvassa-Khanvel Road, Silvassa – 396230, Union Territory of Dadra and Nagar Haveli on **Friday the 29th day of September, 2017** at 12 noon to transact the following business:

BACKGROUND:

The members are hereby informed that pursuant to the order dated 18th July 2017 (“**CIR Commencement Date**”) of the National Company Law Tribunal, corporate insolvency resolution process (“**CIR Process**”) has been initiated for the company (“**Order**”) in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 (“**Code**”) and the related rules and regulations issued thereunder. As a result, pursuant to Section 17 of the Code, the powers of the Board of Directors of the Company (“**Board of Directors**”) stand suspended as on the CIR Commencement Date and are vested with Mr. Ajay Joshi, who was appointed as the Interim Resolution Professional of the Company in terms of the Order. Mr. Ajay Joshi (having IBBI registration number IBBI/IPA-003/IP-N00019/2016-2017/10166) has been confirmed to continue as the resolution professional (“**Resolution Professional**”) by the Committee of Creditors (“**CoC**”) (constituted as per the Code), pursuant to the majority decision of CoC dated 16th August, 2017. Consequently, all actions that are deemed to be taken by the Board of Directors, shall be given effect to by the Resolution Professional during the continuance of the CIR Process as per the Code. The members are further notified that the Resolution Professional shall inform the CoC of the items taken up under this agenda at a CoC meeting, which is convened by the Resolution Professional in accordance with the provisions of the Code.”

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and the Auditors thereon.
2. To consider re-appointment of Mr. Ashok B. Jiwrajka (DIN: 00168350) as the director, since he retires by rotation and, being eligible, has sought for his re-appointment provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.”
3. To consider re-appointment of Mr. Dilip B. Jiwrajka (DIN: 00173476) as the director, since he retires by rotation and, being eligible, has sought for his re-appointment, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.”

4. 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) and the Companies (Audit and Auditors) Rules, 2014, (the **“Rules”**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the resolution passed by members at Twenty Ninth Annual General Meeting appointing M/s. NBS & Co. Chartered Accountants (Firm Regn.No.110100W) and M/s. Shah Gupta & Co, Chartered Accountants (Firm Regn.No.109574W), as Statutory Auditors of the Company to hold office until conclusion of Thirty Fourth Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. NBS & Co. Chartered Accountants and M/s. Shah Gupta & Co, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company. As per Section 28 (1) (m) of the Code, any change in the appointment or terms of contract of statutory auditors of the Company requires prior approval of the CoC. Consequently, M/s. NBS & Co. Chartered Accountants and M/s. Shah Gupta & Co, Chartered Accountants, shall be appointed as Statutory Auditors of the Company on the same terms and conditions which were agreed between the Statutory Auditors and the Board of Directors after the last Annual General Meeting.”

“RESOLVED FURTHER THAT the Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution.”

SPECIAL BUSINESS:

5. 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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, M/s. B.J.D. Nanabhoy & Co, Cost Accountants (Firm Registration No.000011), to conduct the audit of the cost records of the Company for the financial year 2017-2018, be paid remuneration of Rs.75,000/- p.a. as also the payment of goods and service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit of the Company.”

“RESOLVED FURTHER THAT the Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution.”

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

“RESOLVED THAT Mr. Senthikumar M. A., who was appointed as an additional director by the Board of Directors of the Company with effect from 24th September, 2016 and who holds office of director up to the date of this Annual General Meeting pursuant to Article 130 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 and in respect to whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of director be and is hereby appointed as a director of the Company, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.”

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

“RESOLVED THAT Mr. Tulsi Tejwani, who was appointed as an additional director by the Board of Directors

of the Company with effect from 24th September, 2016 and who holds office of director up to the date of this Annual General Meeting pursuant to Article 130 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013 and in respect to whom the Company has received a notice pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of director be and is hereby appointed as Director of the Company, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.”

8. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197, 203, 196 read with Schedule V, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) read with relevant provisions of the Articles of Association of the Company and subject to such sanctions as may be necessary, Mr. Senthilkumar M. A. (DIN:07421184), who was already serving the Company as its Chief Executive Officer (Processing), be and is hereby appointed as the Chief Executive Officer (Processing), liable to retire by rotation, for a period of 5 (five) years commencing from 24th September, 2016 to 23rd September, 2021, on the terms and conditions of the agreement dated 24th September, 2016 entered between the Company and Mr. Senthilkumar M. A. and on the remuneration as set out below:

- A. Remuneration for the Chief Executive Officer (Processing):

- a) Total salary upto a maximum of Rs. 6,43,341/- per month as of now, including all allowances which is payable on monthly basis and any annual increments will be paid additionally as may be decided by the Board, based on merit and taking into account the Company’s performance;
- b) Incentive remuneration, if any based on certain performance criteria to be laid down by the Board;
- c) Benefits and perquisites such as PF, LTA, Medical Reimbursement, Bonus, Petrol & Maintenance, Driver Salary and rent towards accommodation, etc. as may be determined/decided by the Board from time to time and as per the policy of the Company from time to time.

- B. In the event of loss or inadequacy of profits in any financial year during the currency of his tenure, the Company will pay remuneration by way of salary, perquisites and allowances not exceeding the ceiling limits set out in Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT the directors of the Remuneration Committee of the Company (whose powers, pursuant to Section 17 of the Code, are being exercised by the Resolution Professional during the continuance of the CIR Process) be and is hereby authorized to revise from time to time during the tenure of the present appointment of Mr. Senthilkumar M. A., the remuneration payable to him as the Chief Executive Officer (Processing), subject to the ceilings laid down in Section 197 and Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions (including approvals required from the CoC), if any, required for such revision in the remuneration.”

“RESOLVED FURTHER THAT the directors of the Remuneration Committee and the Board (whose powers, pursuant to Section 17 of the Code, are being exercised by the Resolution Professional during the continuance of the CIR Process) be and are hereby authorised to take such steps as may be necessary and desirable to give effect to this resolution.”

9. To consider and, if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 197, 203, 196 read with Schedule V, 188 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) read with relevant provisions of the Articles of Association of the Company and subject to such sanctions as may be necessary, Mr. Tulsi Tejwani (DIN: 07423670), who was already serving the Company as its Chief Executive Officer (Weaving), be and is hereby appointed as the Chief Executive Officer (Weaving), liable to retire by rotation, for a period of 5 (five) years commencing from 24th September, 2016 to 23rd September, 2021, on the terms and conditions of the agreement dated 24th September, 2016 entered between the Company and Mr. Tulsi Tejwani and on the remuneration as set out below:

- A. Remuneration for the Chief Executive Officer (Weaving):
- a) Total salary upto a maximum of Rs. 5,66,971/- per month as of now, including all allowances which is payable on monthly basis and any annual increments will be paid additionally as may be decided by the Board, based on merit and taking into account the Company’s performance.
 - b) Incentive remuneration, if any based on certain performance criteria to be laid down by the Board;
 - c) Benefits and perquisites such as PF, LTA, Medical Reimbursement, Bonus, Car, Petrol & Maintenance, Driver Salary and rent towards accommodation etc. as may be determined/decided by the Board from time to time and as per the policy of the Company from time to time.
- B. In the event of loss or inadequacy of profits in any financial year during the currency of his tenure, the Company will pay remuneration by way of salary, perquisites and allowances not exceeding the ceiling limits set out in Schedule V to the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force).”

“RESOLVED FURTHER THAT the directors of the Remuneration Committee of the Company (whose powers, pursuant to Section 17 of the Code, are being exercised by the Resolution Professional during the continuance of the CIR Process) be and is hereby authorized to revise from time to time during the tenure of the present appointment of Mr. Tulsi Tejwani, the remuneration payable to him as the Chief Executive Officer (Weaving), subject to the ceilings laid down in Section 197 and Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions (including approvals required from the CoC), if any, required for such revision in the remuneration.”

“RESOLVED FURTHER THAT the Directors of the Remuneration Committee and the Board (whose powers, pursuant to Section 17 of the Code, are being exercised by the Resolution Professional during the continuance of the CIR Process) be and are hereby authorised to take such steps as may be necessary and desirable to give effect to this resolution.”

10. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Article 130 of the Articles of Association of the Company, Mr. Keshav D. Hodavdekar (DIN: 00406556), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 9th February, 2017 and whose term of office expires at this Annual General Meeting in terms of Section 161 of the Act and in

respect of whom the Company has pursuant to Section 160 of the Act received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 9th February, 2017 and whose office shall not be liable to retire by rotation, provided that pursuant to Section 17 of the Code, his powers as a Director shall stand suspended during the continuance of the CIR Process.”

“**RESOLVED FURTHER THAT** the Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution.”

11. 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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Article 130 of the Articles of Association of the Company, Mrs. Thankom T. Mathew (DIN: 00025326), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 4th March, 2017 and whose term of office expires at this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has pursuant to Section 160 of the Act received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 4th March, 2017 and whose office shall not be liable to retire by rotation, provided that pursuant to Section 17 of the Code, her powers as a Director shall stand suspended during the continuance of the CIR Process.

“**RESOLVED FURTHER THAT** the Resolution Professional has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution.”

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

K. H. Gopal
Company Secretary

Issued on: 4th September, 2017, for agenda items approved by the Board of Directors of the company on 30th May, 2017 and subsequently modified and confirmed by the RP on 4th September, 2017.

NOTES:

1. The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 5, 6, 7, 8, 9, 10 & 11 of the accompanying Notice are annexed hereto and forms part of this Notice and are annexed hereto. Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings in respect of Director seeking re-appointment at the Annual General Meeting is furnished as annexure to 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. A PROXY FORM FOR THE MEETING IS ENCLOSED.
3. Pursuant to Section 105 of the Companies Act, 2013, 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. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2017 to 29th September, 2017, both days inclusive, for the purpose of Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holdings 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 / Registrars and Transfer Agents, M/s. Link Intime India Private Limited.
9. The Company has already transferred the unclaimed dividend, declared upto the financial year ended 31st March, 2009 to the Investor Education and Protection Fund (IEPF).

Members who have not encashed their dividend warrants pertaining to previous years as mentioned below are requested to approach the Company's R&TA on or before the last date for claiming the unpaid dividend as mentioned in the below table.

Pursuant to the provisions of Section 123 of the Companies Act, 2013, dividends for the financial year ended 31st March, 2010 and thereafter, which remain unpaid or unclaimed for a period of 7 years from respective dates of transfer to the unpaid dividend account of the Company are due for transfer to the IEPF on the dates given in table below:

Financial year ended	Date Declaration	Last date for claiming unpaid dividend	Due date for Transfer to IEPF
31.03.2010	17.09.2010	16.09.2017	16.10.2017
31.03.2011	29.09.2011	28.09.2018	28.10.2018
31.03.2012	14.08.2012	13.08.2019	12.10.2019
30.09.2013	27.12.2013	26.12.2020	26.01.2021

Details of IEPF of the amalgamated Company i.e M/s. Grabal Alok Impex Limited

Financial year ended	Date Declaration	Last date for claiming unpaid dividend	Due date for Transfer to IEPF
31.03.2010	30.09.2010	29.09.2017	29.10.2017
31.03.2011	29.09.2011	28.09.2018	28.10.2018

Members who have so far not encashed their dividend warrants pertaining to the aforesaid years are advised to submit their claim to the Company's R&TA at the address mentioned below quoting their folio number/ DP ID & Client ID. It may be noted that once unclaimed dividend is transferred to IEPF as aforesaid, no claim shall lie in respect of such amount by the members.

10. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's R&TA at the aforesaid address. Members holding shares in electronic form may obtain nomination forms from their respective depository participant.
11. Members are requested to notify immediately any change of their address:
 - (a) To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (b) To the Company at its Registered Office address or Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company at M/s. Link Intime India Private Limited C 101, 247 Park, LBS Marg, Vikhroli (West) Mumbai-400083, India, Tel: +91 022 49186000, Fax: +91 022 49186060, in respect of their physical shares, if any, quoting their folio nos.
12. Members are advised to submit their Electronic Clearing Service (ECS) mandates to the Company's R&TA at their aforesaid address to facilitate remittance by means of ECS.
13. Members are requested to bring their copy of the Annual Report to the Meeting and produce the Attendance Slip at the entrance where the Annual General Meeting will be held.
14. **VOTING THROUGH ELECTRONIC MEANS:**

Pursuant to 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, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 30th Annual General Meeting (AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("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 AGM 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 AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 26th September, 2017 (10:00 am) and ends on 28th September, 2017 (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 22nd September, 2017, 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 bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM (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 AGM:

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 downloads section of www.evoting.nsdl.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 as per the number of equity shares held by the Member(s) as on Friday, 22nd September, 2017, being the cut-off date and as per the register of members of the Company. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- 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. 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- 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 AGM through ballot paper.
- VIII. Mr. Virendra G. Bhatt, Practicing 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 AGM, at the end of discussion on the resolutions 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 AGM 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 48 hours of the conclusion of the AGM, 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 along with 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.

15. Re-appointment/Regularization of Directors:

At the forthcoming Annual General Meeting, Mr. Ashok B. Jiwrajka and Mr. Dilip B. Jiwrajka retire by rotation and being eligible offer themselves for re-appointment. Appointment of Mr. Senthilkumar M. A., Mr. Tulsı Tejwani is being regularized as Executive Directors and appointment of Mr. Keshav D. Hodavdekar and Mrs. Thankom T. Mathew is being regularized as Independent Directors. The information/details pertaining to the above Director that is to be provided in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is furnished herewith forming part of this Notice, provided that pursuant to Section 17 of the Code, their powers as Directors shall stand suspended during the continuance of the CIR Process."

16. Equity Shares of the Company are listed on the following Stock Exchanges:

BSE Limited

Floor 25, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

National Stock Exchange of India Limited,

Exchange Plaza, 5th Floor, Plot No. C/1,
"G" Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051.

Annual Listing Fees to National Stock Exchange of India Limited have been paid upto 31st March, 2017 and in respect of BSE Limited, the same has been paid upto 31st March, 2016.

17. Members desiring any information as regards to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

18. The route map of the Venue of the Meeting is attached to the Notice.

Registered Office:

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

K. H. Gopal
Company Secretary

Date: 4th September, 2017

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.

PROFILE OF DIRECTORS BEING APPOINTED

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed are given below.

Mr. Senthilkumar M. A. , 51 years

He is an Executive Director & CEO (Processing) of the Company. He has a Graduation in Engineering and Post-Graduation in Management from premier institutes and undergone specialization in Strategic Management from The Strategy Academy, Kolkata. He has over 30 years of experience in large scale manufacturing and exports serving the best brands and retailers across the globe. He started his career with M/s. Lucas TVS Ltd, Chennai and thereafter served with leading textile conglomerates within India and overseas. He is with the Company, since July 2013 and has been serving as a CEO (Processing) of Company's Vapi Facilities.

Other Directorships: NIL
Other Committee Memberships: NIL
Number of shares held in the Company: NIL

Mr. Tulsi Tejwani, 56 years

He is an Executive Director & CEO (Weaving) of the Company. Mr. Tejwani is a Commerce Graduate. He has rich experience over three decades in Textile Marketing and Production. He started his career as a Marketing Manager at a Mumbai based private firm in the year 1980 and continued there till 1989. Further, he joined the Company in 1989 as Marketing Manager in the Company's DTY Plant at Silvassa and presently working as the CEO (Weaving) heading the operations of the Silvassa units of the Company.

Other Directorships: NIL
Other Committee Memberships: NIL
Number of shares held in the Company: Four
Thousand Equity Shares of the Company.

Mr. Keshav D. Hodavdekar, 66 years

He is an Independent Director of the Company. He has worked with IDBI Bank Limited over 33 years. His core competencies include corporate term lending, project appraisal and monitoring, Human Resource, Administration, Operations and Branch management. He attended many national and international training programmes and seminars as participant and faculty. He retired as a Chief General Manager from IDBI Bank Limited in March, 2011.

Other Directorships

1. *The Western India Trustee and Executor Company.*
2. *Zicom Saas Private Limited.*
3. *Zicom Electronic Security Systems Limited*

Other Committee Memberships

1. *Audit Committee**
2. *Nomination and Remuneration Committee**
3. *Corporate Social Responsibility Committee**

Number of shares held in the Company: NIL

**In Zicom Electronic Security Systems Limited*

Mrs. Thankom T. Mathew, 64 years

She is an Independent Director of the Company. She is a former Director of Life Insurance Corporation of India. She has 36 years of rich experience in Life Insurance industry. Mrs. Mathew is an effective communicator and trainer. She is trained and accredited by Institute of Directors in Corporate Governance and Company Law.

Other Directorships: STCI
Finance Limited
Other Committee Memberships: NIL
Number of shares held in the Company: NIL

ANNEXURE TO THE NOTICE

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item nos. 5, 6, 7, 8, 9, 10 & 11 in the accompanying Notice of the Annual General Meeting.

Item No.5

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of M/s. B.J.D. Nanabhoy & Co, Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year ending 31st March, 2018.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

The Board of Directors recommends the approval of the remuneration payable to M/s. B.J.D. Nanabhoy & Co, Cost Accountants for conducting the cost audit and passing of the resolution set out at item-no. 5 of the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of the resolution set out at item no.5 of the Notice.

Item 6 and 8.

Pursuant to Article 130 of the Articles of Association of the Company, the Board of Directors on 24th September, 2016 appointed Mr. Senthilkumar M. A. as an Additional Executive Director on the Board of the Company. Being an Additional Director, he holds the office up to the date of this Annual General Meeting.

The Board of Directors further appointed Mr. Senthilkumar M. A., who was serving the Company as Chief Executive Officer (Processing), as the Executive Director & Chief Executive Officer (Processing), for a period of 5 years commencing from 24th September, 2016 subject to the approval of the shareholders on the terms and conditions as set out in the Agreement entered between the Company and Mr. Senthilkumar M. A. on 24th September, 2016. The remuneration payable to Mr. Senthilkumar M. A. is stated in the resolution at item No. 8 of this Notice.

Mr. Senthilkumar M. A. was serving the Company as its Chief Executive Officer (Processing) and that his appointment as Executive Director and Chief Executive Officer (Processing) is treated as continuation of service.

Mr. Senthilkumar M. A. is not a director in any other Company. He is not holding any equity shares in the Company.

Mr. Senthilkumar M. A., is not related to any of the Directors on the Board and key managerial personnel of the Company as per provisions of the Companies Act, 2013.

None of the Directors except Mr. Senthilkumar M. A., is in any way concerned or interested in the said resolution.

As required by Section 160 of the Companies Act, 2013 the Company has received a notice along with deposit from a member proposing the candidature of Mr. Senthilkumar M. A. for the office of Director of the Company.

Hence your Directors recommend the resolution at item no.6&8 for approval of the members.

Item 7 and 9.

Pursuant to Article 130 of the Articles of Association of the Company, the Board of Directors on 24th September, 2016 co-opted Mr. Tulsi Tejwani as an Additional Executive Director on the Board of the Company. Being an Additional Director, he holds the office up to the date of this Annual General Meeting.

The Board of Directors further appointed Mr. Tulsi Tejwani, who was serving the Company as Chief Executive Officer (Weaving), as the Executive Director & Chief Executive Officer (Weaving), for a period of 5 years commencing from 24th September, 2016 subject to the approval of the shareholders on the terms and conditions as set out in the Agreement entered between the Company and Mr. Tulsi Tejwani on 24th September, 2016. The remuneration payable to Mr. Tulsi Tejwani is stated in the resolution at item No. 9 of this Notice.

Mr. Tulsi Tejwani was serving the Company as its Chief Executive Officer (Weaving) and that his appointment as Executive Director and Chief Executive Officer (Weaving) is treated as continuation of service.

Mr. Tulsi Tejwani is not a director in any other Company. He is holding four thousand equity shares in the Company.

Mr. Tulsi Tejwani is not related to any of the Directors on the Board of the Company and key managerial personnel as per provisions of the Companies Act, 2013.

None of the Directors except Mr. Tulsi Tejwani is in any way concerned or interested in the said resolution.

As required by Section 160 of the Companies Act, 2013 the Company has received a notice along with deposit from a member proposing the candidature of Mr. Tulsi Tejwani for the office of Director of the Company.

Hence your Directors recommend the resolution at item no.7 & 9 for approval of the members.

Item no. 10

The Board of Directors has, by a resolution passed through circulation and approved by the Board on 09th February, 2017, recommended to the shareholders that Mr. Keshav D. Hodavdekar be appointed as an Independent Director of the Company for a term of five years from 09th February, 2017.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mr. Keshav D. Hodavdekar as a candidate for the office of Independent Director.

Mr. Keshav D. Hodavdekar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the rules made there under and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

A profile of Mr. Keshav D. Hodavdekar is set out in the section on 'Profile of Director's being appointed' annexed to the Notice.

A copy of the draft letter of appointment which will be issued to Mr. Keshav D. Hodavdekar setting out the terms and conditions of his appointment as Independent Director is available for inspection by Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

Except Mr. Keshav D. Hodavdekar, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at item no.10 of the Notice.

Item no. 11

The Board of Directors has, by a resolution passed by circulation and approved by the Board on 04th March, 2017, recommended to the shareholders that Mrs. Thankom T. Mathew be appointed as an Independent Director of the Company for a term of five years from 04th March, 2017.

A notice, in writing, under Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose Mrs. Thankom T. Mathew as a candidate for the office of Independent Director.

Mrs. Thankom T. Mathew is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has consented to act as Director of the Company. The Company has also received declaration from her that she meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and the rules made there under and also under the SEBI LODR for appointment as Independent Director and is independent of the Management.

A profile of Mrs. Thankom T. Mathew is set out in the section on 'Profile of Director's being appointed' annexed to the Notice.

A copy of the draft letter of appointment which will be issued to Mrs. Thankom T. Mathew setting out the terms and conditions of her appointment as Independent Director is available for inspection by Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the Annual General Meeting.

Except Mrs. Thankom T. Mathew, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution set out at item no.11 of the Notice.

Registered Office:

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

K. H. Gopal
Company Secretary

Date: 4th September, 2017



ALOK INDUSTRIES LIMITED

Regd. Office: Survey Nos.17/5/1 & 521/1, Village Rakholi/ Saily, Silvassa – 396230,
Union Territory of Dadra and Nagar Haveli

CIN: LI7110DN1986PLC000334

ATTENDANCE SLIP

Folio No:	DP ID:	Client ID:
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I hereby record my presence at the **Annual General Meeting** of the Company on **Friday, 29th September, 2017** at **12:00 noon** at **Alok Public School, Alok City, Silvassa-Khanvel Road, Silvassa – 396230, Union Territory of Dadra and Nagar Haveli.**

Name of the Member: _____	Signature: _____
Name of the Member: _____	Signature: _____

Notes:

1. Only Members/ Proxyholders can attend the meeting.
2. Please complete the Folio No. /DP ID No., Client ID No. and name of the Member/Proxyholder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. A Member/Proxyholder attending the meeting should bring copy of the Annual Report for reference at the meeting

E-VOTING INFORMATION

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD



ALOK INDUSTRIES LIMITED

Regd. Office: Survey Nos.17/5/1 & 521/1, Village Rakholi/ Saily, Silvassa – 396230,
 Union Territory of Dadra and Nagar Haveli
 CIN: LI7110DN1986PLC000334

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]

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 name 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 for me/us and on my/our behalf at the **Annual General Meeting** of the Company on **Friday, 29th September, 2017 at 12:00 noon** at **Alok Public School, Alok City, Silvassa-Khanvel Road, Silvassa – 396230, Union Territory of Dadra and Nagar Haveli** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
	Ordinary Business:		
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.		
2.	To consider re-appointment of Mr. Ashok B. Jiwrajka who retires by rotation.		
3.	To consider re-appointment of Mr. Dilip B. Jiwrajka who retires by rotation.		
4.	To consider ratification of M/s. Shah Gupta & Co, Chartered Accountants and M/s. NBS & Co. Chartered Accountants as Joint Statutory Auditors of the Company.		
5.	To consider appointment of M/s. B.J.D. Nanabhoy & Co, Cost Accountants as Cost Auditor of the Company.		
6.	To confirm the appointment of Mr. Senthilkumar M. A. as an Executive Director for a period of 5 years commencing from 24th September, 2016.		
7.	To confirm the appointment of Mr. Tulsi Tejwani as an Executive Director for a period of 5 years commencing from 24th September, 2016.		
8.	To consider Special Resolution for appointment and remuneration of Mr. Senthilkumar M. A. as the Executive Director and Chief Executive Officer (Processing) of the Company.		
9.	To consider Special Resolution for appointment and remuneration of Mr. Tulsi Tejwani as the Executive Director and Chief Executive Officer (Weaving) of the Company.		
10.	To confirm the appointment of Mr. Keshav D. Hodavdekar as an Independent Director for a period of 5 years commencing from 9th February, 2017.		
11.	To confirm the appointment of Mrs. Thankom T. Mathew as an Independent Director for a period of 5 years commencing from 4th March, 2017.		

Signed this _____ day of _____ 2017.

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

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.
2. The proxy need not be a Member of the Company.
3. For the Resolution, Explanatory Statement and Notes, please refer to Notice of the 30th Annual General Meeting forming part of the Annual report.