

## NOTICE

Notice is hereby given that the Forty Second Annual General Meeting of the Members of **Alps Industries Limited (CIN NO. L51109UP1972PLC003544)** will be held on Tuesday, 30th September, 2014 at 10:00 A.M. at the Corporate Office of the company situated at 57/2, Site IV, Sahibabad Industrial Area, Ghaziabad-201010 (U.P.) to transact the following business:-

### ORDINARY BUSINESS :

1. To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31<sup>st</sup> March 2014, the statement of Profit and Loss Account for the year ended on that date, cash flow and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradyuman Kumar Lamba (DIN No. 02843166), Independent & Non-Executive Director by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the forty sixth Annual General Meeting i.e. for four years and to fix their remuneration. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

**“RESOLVED THAT** M/s. P. Jain & Co., Chartered Accountants, Ghaziabad, (Firm Registration No. 000711C), as recommended by the Audit committee and the Board of Directors at their meeting held on May 30, 2014, be and are hereby appointed under Section 139 and other applicable provisions of Companies Act, 2013 and Rules made there under i.e. Companies (Audit and Auditors) Rules, 2014 and 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 forty sixth Annual General Meeting i.e. for four years 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 recommended by the Audit committee and approved by the Board of Directors in this behalf.”

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies Act, 1956, wherever applicable and subject to the limits specified in Schedule V of the said New Act, further subject to the approval of the Central Government and the concerned authorities, Mr. P. K. Rajput (DIN No. 00597342), be and is hereby appointed as Executive Director of the Company for a period of three years w.e.f. July 28, 2015 on the following terms and conditions:-

- 1) **Salary :** 1,20,000/- per month in the scale of 1,20,000-10,000-1,40,000 annual increment applicable on 28 July every year, to the maximum limit of 10,000/- will be as decided by the Remuneration Committee and Board of Directors from time to time. 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 197 of the Companies Act, 2013.
- 2) **Perquisites:**
  - (a) Reimbursement of medical expenses upto 1,250/- per month.
  - (b) Leasehold residential premises, in the name of appointee, on a lease rent of Rs.40,000/-per month upto the validity of the term of the office with an increase upto the maximum limit of 20% per annum.

(c) Leave travel concessions (LTC) as per rules of the Company.

### (3) Minimum Remuneration:

If in any financial year during the currency of tenure of the Executive 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 V of the Companies Act, 2013. 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, to the extent of limit prescribed under the Provident Fund Act from time to time and as per the company policy.
- b. Gratuity as per law.
- c. Encashment of leave as per the rule of the Company.

**“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 V to the Companies Act, 2013 as may be agreed to between the Board of Directors and Mr. P. K. Rajput, 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 July 28, 2015 the Company has no profits or its profits are inadequate, the Company may pay to Mr. P. K. Rajput, the remuneration by way of salary, perquisites and other allowances within the limit specified above, subject to the approval of the Central Government under section II of part II of Schedule V of the Companies Act, 2013.

**“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.”

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

**“RESOLVED THAT** the appointment of M/s. Neeraj Sharma & Co., Cost Accountants, Ghaziabad, (Firm Registration No. 100466) as recommended by the Audit committee and further appointed by the Board of Directors at their meeting held on May 30, 2014 be and are hereby ratified under section 148(3) and other applicable provisions of Companies Act, 2013 and Rules made there under i.e. Companies (Audit and Auditors) Rules, 2014 as Cost Auditors of the company, to hold office from April 1 2014 to March 31 2015 at a remuneration of Rs. 2,50,000 per annum plus service tax as applicable and reimbursement of out of pocket expenses related with the audit subject to the mandatory requirement only as may be specified in the Cost Report and Cost Audit Rules as notified by MCA or any regulatory authority from time to time.”

By the Order of the Board  
For **ALPS INDUSTRIES LTD.**

**AJAY GUPTA**  
**(COMPANY SECRETARY & GM-LEGAL)**

Registered Office- B-2, Loni Road Industrial Area,  
Opp. Mohan Nagar, Ghaziabad - 201 007 (U.P.)  
Place : Ghaziabad  
Date : MAY 30, 2014

### NOTES:

1. 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. The proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board resolution to

the company authorizing their representative to attend and vote on their behalf at the Meeting.

2. The Companies Act, 2013 (New Act) was notified in the Gazette of India on 30th August, 2013 whilst 98 sections of the new Act became effective from 12th September, 2013 and other 183 sections of the new Act became effective from 1<sup>st</sup> April, 2014. Accordingly the New Act and the Companies Act, 1956 co-exist and both have been mentioned in the notice, wherever applicable.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business set out in Item Nos. 4 and 5 of the accompanying Notice is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 24, 2014 to Thursday, September 25, 2014 (Both days inclusive).
5. In terms of the section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, shareholders who are the members of the company as on the closing hours of the cut-off date fixed on Wednesday, August 6, 2014 will be eligible for voting rights either by e-voting or physically at the Annual General Meeting.
6. It has been noticed that some shareholders have not encashed the dividend warrant(s) so far for the financial year ended 31st March 2007 such shareholders/investors are requested to make their claim to the company in respect of their unclaimed/unpaid dividend before being transferred to Investors Education and Protection Fund. Shareholders are requested to note that no claim shall lie against the said fund or the company in respect of said unclaimed and unpaid dividend, if transferred to the Investors Education and Protection Fund on due date. In terms of the Notification dated May 10, 2012 issued by MCA, the details of eligible investors whose Dividend is lying unpaid has been displayed on the website of the company viz [www.alpsindustries.com](http://www.alpsindustries.com).
7. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No.

17/2011 and circular dated 18/2011 dated 29th April, 2011 the Company encourages members to intimate/update their e-mail addresses to receive the Annual Report and other communication electronically in support of the "Go Green" initiative of the Ministry of Corporate Affairs (MCA). Members may intimate/update their e-mail address by sending a mail to the R&T Agent i.e. M/s. Alankit Assignments Ltd. e-mail id [jk singla@alankit.com](mailto:jk singla@alankit.com) or [ajaygupta@alpsindustries.com](mailto:ajaygupta@alpsindustries.com) and [investorsgrievance@alpsindustries.com](mailto:investorsgrievance@alpsindustries.com) with their name and folio details. The Company will send all communication including the Annual Report via e-mail to the members who have provided their e-mail addresses to the Company/ Depositories. A copy of the Annual Report will be available on the Company's website [www.alpsindustries.com](http://www.alpsindustries.com).

8. Members are requested to notify immediately any change of their address in respect of their electronic share accounts and physical shares (quoting their client ids/folio no's) to the R&T agent i.e. Alankit Assignments Ltd. having its Registered Office situated at Alankit House, 2E/21, Jhandewalan Extn., New Delhi-110055 or at the Corporate Office of the company situated at 57/2, Site IV, Sahibabad Industrial Area, Ghaziabad-201010, Uttar Pradesh. .
9. **Re-appointment of Directors:** At the forthcoming Annual General Meeting, Mr. Pradyuman Kumar Lamba (DIN No. 02843166), Independent and Non Executive Director shall retire by rotation and being eligible offer himself for reappointment. Further Mr. P.K. Rajput (DIN No. 00597342) also proposed to be reappointed as Whole time director designated as Executive Director of the company. The information/details pertaining to the above director that is to be provided in terms of Clause 49 of the Listing Agreement and in terms of the Article No. 106-109 of Articles of Association of the company are furnished in the statement of Corporate Governance published elsewhere in the Annual Report.
10. In terms of the direction from the Ministry of Corporate Affairs (MCA), No Gifts, gifts coupons or any other complimentary items will be distributed at the meeting.
11. The members are requested to bring the copy of

photo ID Proof like Driving License, Voter ID, and Passport etc. to avoid the unscrupulous person entry to the meeting.

12. The members, who hold shares in physical form under multiple folios, in identical name or joint accounts in the same order or names, are requested to send the share certificates to M/s. Alankit Assignments Ltd, Registrar and Share Transfer Agent of the company, for consolidation into a single folio.
13. As per the requirement of Clause 5A (II) of the Listing Agreement, three reminders for unclaimed shares held in physical mode had been sent to the eligible shareholders. Shareholders are requested to note that the above shares have been transferred to "Alps Industries Ltd. -Unclaimed Share Demat Physical Account" and now eligible share holders can claim their shares after providing the requisite documents to the Registrar and Share Transfer Agent.
14. Consequent upon the introduction of Section 72 of the Companies Act, 2013, shareholders are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in Form No. SH. 13 to the Company.
15. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding 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/Registrar and Transfer Agent.
16. In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and clause 35B of the listing agreement with the stock exchanges, the company is pleased to provide members' facility to exercise their right to vote at the Annual General Meeting (AGM) by electronics means and the business may be transacted through e-Voting Services. The details and procedures are annexed with the notice as Annexure-1

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

The Explanatory Statements for Item no. 4 and 5 of the accompanying Notice are as under:

### ITEM NO. 4

Keeping in view the requirements of the Company, Mr. P.K. Rajput, proposed to be reappointed as a Whole Time Director designated as Executive Director for three years w.e.f. 28.07.2015. As Mr. P.K. Rajput is possessing vast experience, the company would, thus, benefit immensely under his able guidance as a member of the Board by way of Whole time Director designated as Executive Director. The terms of his office expires on 27th July 2015. As the 43rd Annual General Meeting of the Company shall fall due after the expiry of the term of office as Executive Director, i.e. 27-07-2015 his reappointment required to be approved by the members for a another period of three years from 28-07-2015. His re-appointment has been approved by the Remuneration Committee and Board of Directors at their meeting held on May 30, 2014 subject to the approval of the members of the company. The members of the company may consider and approve the same by way of Special resolution. This is subject to the limits specified in Schedule V of the said Act, approval of the Central Government as may be required under section II of part II of Schedule V, and the concerned authorities. Hence the matter has been referred to the members of the company for their approval by way of Special Resolution. The major terms and conditions are set out as under, including non-payment of sitting fee for any meeting of Board of Directors or any committee thereof:

- 1) **Salary:** 1,20,000/- per month in the scale of 1,20,000-10,000-1,40,000 annual increment due on July 28 every year, to the maximum limit of 10,000/- will be as decided by the Remuneration Committee and Board of Directors from time to time. 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 197 of the Companies Act, 2013.
- 2) **Perquisites :**

- (a) Reimbursement of medical expenses upto 1,250/- per month.
- (b) Leasehold residential premises, in the name of appointee, on a lease rent of Rs.40,000/-per month upto the validity of the term of the office with an increase upto the maximum limit of 20% per annum.
- (c) Leave travel concessions (LTC) as per rules of the Company.

### 3) Minimum Remuneration :

If in any financial year during the currency of tenure of the Executive 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 V of the Companies Act, 2013. 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, to the extent of limit prescribed under the Provident Fund Act from time to time and as per the company policy.
- b. Gratuity as per law.
- c. Encashment of leave as per the rule of the Company.

A statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 related to the

1. GENERAL INFORMATION													
a. Nature of Industry	Textile Industry												
b. Date or expected date of commencement of commercial production	Running Industry.												
c. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable.												
d. Financial performance based on the given indicators.	(Rs. In Lacs)												
	<table border="0"> <tr> <td></td> <td style="text-align: center;">2013-14</td> <td style="text-align: center;">2012-13</td> <td style="text-align: center;">2011-12</td> </tr> <tr> <td>Net Profit</td> <td style="text-align: right;">(11765.60)</td> <td style="text-align: right;">(11529.84)</td> <td style="text-align: right;">(27750.41)</td> </tr> <tr> <td>Turnover</td> <td style="text-align: right;">80582.39</td> <td style="text-align: right;">70072.70</td> <td style="text-align: right;">66860.91</td> </tr> </table>		2013-14	2012-13	2011-12	Net Profit	(11765.60)	(11529.84)	(27750.41)	Turnover	80582.39	70072.70	66860.91
	2013-14	2012-13	2011-12										
Net Profit	(11765.60)	(11529.84)	(27750.41)										
Turnover	80582.39	70072.70	66860.91										
e. Export performance and net foreign exchange collaborations	<ul style="list-style-type: none"> <li>i Financial year ended on 31.03.2014-Export turnover Rs. 28463.29 lacs</li> <li>ii Net foreign exchange collaborations – Nil</li> </ul>												
f. Foreign investments or collaborators, if any	<ul style="list-style-type: none"> <li>i Foreign Investment – As on 31.03.2014 -- Nil.</li> <li>ii Collaboration - Nil</li> </ul>												

2. INFORMATION ABOUT THE APPOINTEE:	
a. Background Details	He has been serving the Company since 1995. Prior to his elevation to the Board, he was designated as Vice President-Commercial with the Company looking after all commercial affairs and has extensive experience of handling commercial affairs of textile companies.
b. Past remuneration	Rs.11.86 lacs during the 12 months period ended 31.03.2014.

c. Recognition or awards	Remarkable achievements in various commercial and liaisons activities resulting in cost effectiveness and resolving of major issues with the various Ministries.
d. Job profile and his suitability	He has over 40 years of work experience. He has contributed significantly in all commercial areas such as imports, exports and obtaining Government permissions. He is a very diligent administrator and the company has benefited from his able guidance over the years.
e. Remuneration proposed	<ol style="list-style-type: none"> <li>1. Salary : Rs. 120,000/- per month in the scale of Rs. 120,000-Rs. 10,000-Rs. 140,000 annual increment due on July 28 every year, to the maximum limit of Rs.10,000/- will be as decided by the Remuneration Committee and Board of Directors from time to time.</li> <li>2. Perquisites : <ol style="list-style-type: none"> <li>a) Reimbursement of medical expenses upto Rs. 1,250/- per month.</li> <li>b) Leasehold residential premises, in the name of appointee on a lease rent of Rs. 40,000/- per month upto the validity of the term of the office with an increase upto the maximum limit of 20% per annum.</li> <li>c) Leave travel concessions as per rules of the Company.</li> <li>d) Contribution to Provident Fund, to the extent of limit prescribed under the Provident Fund Act from time to time and as per the company policy.</li> <li>e) Gratuity as per law.</li> <li>f) Encashment of leave as per the rule of the Company. Further as may be decided by the Board of Directors of the company from time to time.</li> </ol> </li> </ol>
f. Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).	Reasonable and competitive with respect to the Industries with similar nature.
g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	None.



**3. OTHER INFORMATION**

(a) Reasons of loss or inadequate profit

- (a) Due to the recession faced by Global economy during the period from 2008 to 2010, a number of export orders were cancelled / renegotiated / discounts sought by the original buyers / resold to alternate buyers resulting in loss of value of stock, sales and receivables. The valuation of the existing stock further depreciated because of lower realization of competitive quality of yarn.
- (b) Due to enforcement of Minimum Support Price (MSP) of cotton (Raw Material) by the Government of India there was a sharp increase of over 40% in the cotton prices during the period October, 2008 till March, 2010 which could not be passed on to the customers immediately by way of increased selling prices because of stiff competition in the market and cheaper imports from China.
- (c) The government had announced incentives on export of cotton to the extent of 5%, whereas on the export of yarn (finished goods) the incentive available was only 4%. This resulted in a distinct disadvantage to garment/yarn manufacturers.
- (d) The company embarked upon expansion of its spinning facilities along with yarn dyeing facilities at Haridwar in the FYs 05-06 to 07-08 and a new project for weaving of fabric was set up at Meerut during the period from the FY 2007-08 to 2008-09. However, by the time these projects commenced production, the benefits from these projects as originally envisaged could not fructify because of the recession faced by Global economy during the period from 2008 to 2010.
- (e) The following constraints are also responsible for low profitability and liquidity of the company :
- Rupee appreciation against USD, vis-à-vis the currencies of other competing countries like Bangladesh, Pakistan, Vietnam, China, etc., witnessed lower appreciation.
  - Significant increased input costs-raw material (Cotton) prices, Power & Fuel costs, etc. without commensurate increase in sales realizations.
  - Higher interest rates.
- (f) Shortage of working capital because of delay in receipt of TUFs subsidy/ other Government receivables and major outflow on account of exchange losses on derivative transactions, which severely curtailed the company's Cash inflow.
- (g) Due to financial instability / uncertainty, the completion of the weaving project at Meerut was

	<p>stopped / slowed down / delayed by six months and operations of same at commercial level almost more than a year.</p> <p>(h) The Company could not realize the value of the stock as expected due to Government's on and off imposition and removal of quantitative restrictions on export of raw cotton as well as cotton yarn without taking a comprehensive view of demand and supply requirements of various segments of textile industry.</p> <p>(i) The yarn converted out of the cotton purchased during Feb'11 &amp; March'11 was sold at a price even below the purchase price of cotton.</p>
(b) Steps taken or proposed to be taken for improvement	<ul style="list-style-type: none"> <li>• Meerut Unit has started showing significant improvements in terms of quality as well as production quantity.</li> <li>• The company has entered into technical collaboration for manufacture of fabrics for use in automobiles.</li> <li>• The Company has joined hands with a French company for automotive fabric.</li> <li>• Cost reduction by Restructuring and consolidation of various units of the company.</li> </ul>
(c) Expected increase in productivity and profits in measurable terms	The Company projected PAT 13.27 Crores to the F.Y 2015-16 and expects to optimize its operations in the year 2017-18.

<b>4. DISCLOSURE</b>	
(a) Remuneration package of the managerial person	<ol style="list-style-type: none"> <li>1 Managing Director &amp; Executive Director person remuneration during the financial year ended 31.03.2014 is Rs. 15.00 lacs &amp; Rs. 11.86 Lacs respectively.</li> <li>2 Proposed Remuneration- Details are given in Part 2 (e).</li> </ol>
<p>(b) i) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pensions etc., of all directors;</p> <p>ii) Details of fixed component and performance linked incentives along with the performance criteria;</p> <p>iii) Service contracts, notice period, severance fees;</p> <p>iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.</p>	The necessary disclosures has been mentioned in the Directors' Report under the heading of "Corporate Governance" attached to the Annual Report for the year 2013-14.



The Shareholders are required to approve the aforesaid resolution by way of Special Resolution, as set out in Item No. 4 of the Notice. In terms of section 102 of the Companies Act 2013, it is confirmed that none of the Directors, except Mr. P.K. Rajput , Executive Director , or any of Key Managerial Persons (KMPs) or their relatives as defined under the Companies Act, 2013 are interested or concerned, directly or indirectly , in the aforesaid resolution for re-appointment, except to the extent of their shareholdings in their individual capacity if any.

## ITEM NO. 5

In terms of Section 148(3) of Companies Act, 2013 read with Rule 14 of Companies (Auditors and Audit) Rules, 2014, the appointment of Cost Auditors of the Company is required to be ratified by the members of the company. It has been proposed to ratify the appointment of M/s. Neeraj Sharma & Co., Cost Accountants, Ghaziabad, (Firm Registration No. 100466) as recommended by the Audit committee and further appointed by the Board of Directors at their meeting held on May 30, 2014 to hold office from April 1 2014 to March 31 2015 on remuneration of Rs. 2,50,000 per annum plus service tax as applicable and reimbursement of out of pocket expenses related with the audit. However it is strictly applicable in terms of any Notifications/Circulars related to Cost Records and Cost Audit Rules, as may be specified at any time by the MCA or any regulatory Authorities. If due to any reasons the mandatory requirements abolish, then continuation of the appointment of Cost Auditors, will be at the discretions of the Board of Directors as per the requirements of the company. The Shareholders are required to approve the aforesaid resolution by way of Special Resolution, as set out in Item No. 5 of the Notice. In terms of section 102 of the Companies Act 2013, it is confirmed that none of the Directors, or any of Key Managerial Persons (KMPs) or their relatives as defined under the Companies Act, 2013 are interested or concerned, directly or indirectly, in the aforesaid resolution for re-appointment of Cost Auditors, except to the extent of their shareholdings in their individual capacity if any.

**Registered Office:** B-2, Loni Road Industrial Area,  
Opp. Mohan Nagar, Ghaziabad - 201 007 (U.P.)

By the Order of the Board  
**For ALPS INDUSTRIES LTD.**

**Place:** Ghaziabad  
**Date:** MAY 30, 2014

**AJAY GUPTA**  
**(COMPANY SECRETARY**  
**& GM-LEGAL)**

**ANNEXURE 1**

**A. PROCESS OF VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of section 108 of the Companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014, and clause 35B of the listing agreement with the stock exchanges, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
2. 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).
3. Mr. Rajiv khosla of M/s Rajiv Khosla & Associates, practicing company secretaries has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall within a period not exceeding Seven (7) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the company.
5. The results shall be declared on or after the AGM of the company. The results declared alongwith the scrutinizer's Report shall be placed on the company's website [www.alpsindustries.com](http://www.alpsindustries.com) and on the website of CDSL- within two(2) days of passing of the resolutions at the AGM of the company and communicated to BSE & NSE.

**B. The instructions for members for voting electronically are as under:-**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" 140717009 along with "ALPS INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID) Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field</li> <li>• Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
Login Method	#Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on August 6, 2014 in the Dividend Bank details field

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the relevant EVSN on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- C.** The voting period begins on September 25, 2014 from 10.00 A.M. and ends on September 26, 2014 at 10.00 A.M.. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 6 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- D.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

\*\*\*\*\*



**ALPS INDUSTRIES LIMITED**  
 Registered Office: B-2, Loni Road Industrial Area,  
 Opp. Mohan Nagar, Ghaziabad -201007 (U.P.)  
 CIN NO :- L51109UP1972PLC003544



**ATTENDANCE SLIP – 42nd ANNUAL GENERAL MEETING 30th SEPTEMBER, 2014**

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND OVER IT AT THE ENTRANCE\***

I Certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the 42nd **Annual General Meeting** of the Company held on Tuesday, the 30th September, 2014 at 10.00 A.M. at the Corporate Office of the company situated at 57/2, Site IV, Sahibabad Industrial Area, Ghaziabad (U.P.).

\_\_\_\_\_  
 \*Member/Proxy's Name in Block Letters

\_\_\_\_\_  
 \*Members/Proxy's Signature

Note:

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.
3. NO GIFTS WILL BE GIVEN.
4. Shareholders or their proxy should bring their Driving License/ Voter Identity Card or PAN Card for Verification / Identification or any other valid proof of identity.
5. The user id and password for the e voting will be as mentioned in the instruction of E-voting as per Annexure-1.

**\*Strike out whichever is not applicable**

----- ✂ ----- Tear Here ----- ✂ -----

**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]

**ALPS INDUSTRIES LIMITED**

Registered Office: B-2, Loni Road Industrial Area,  
 Opp. Mohan Nagar, Ghaziabad -201007 (U.P.)  
 CIN NO :- L51109UP1972PLC003544



Name of the member (s): .....

Registered address : .....

Email Id: .....

Folio No/ Client Id: .....

DP ID: .....

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

(i) Name: .....	(ii) Name:.....
Address: .....	Address:.....

E-mail Id: .....	E-mail Id.....
Signature:....., or failing him	Signature:.....,or failing him

(iii) Name: .....	(iv) Name:.....
Address: .....	Address:.....

E-mail Id: .....	E-mail Id:.....
Signature:....., or failing him	Signature:.....,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the company, to be held on Tuesday the 30th day of September, 2014 At 10.00 A.M. at the Corporate Office of the company situated at 57/2, Site IV, Sahibabad Industrial Area, Ghaziabad-201010 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Affix  
 Revenue  
 Stamp

**Note:** 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.





Regd. Folio No. .... \* Client I.D. .... \* D.P. I.D. .... No. of Shares.....

I/We..... hereby tender my/our.....votes as under:-

S.No.	Subject Matter of Resolutions	In Favor	Not in favor
1.	To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31st March 2014, the statement of Profit and Loss Account for the year ended on that date, Cash Flow and the Reports of the Board of Directors and Auditors thereon.(Ordinary Resolution)		
2.	To appoint a Director in place of Mr. Pradyuman Kumar Lamba (DIN No. 02843166), Independent & Non-Executive Director by rotation and being eligible, offers himself for re-appointment.(Ordinary Resolution)		
3.	To appoint Statutory Auditors, M/s. P. Jain & Co., who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the forty sixth Annual General Meeting i.e. for four years and to fix their remuneration. (Special Resolution)		
4.	To Re-appoint Mr. P.K Rajput as Executive Director of the Company for a period of three years.(Ordinary Resolution)		
5.	To ratify the appointment of Cost Auditors, M/s. Neeraj Sharma & Co., who shall hold office for Financial Year 2014-15 (Special Resolution)		

Signed this 30th day of September 2014.

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

