

NOTICE

Notice is hereby given that the Forty third Annual General Meeting of the Members of **Alps Industries Limited (CIN NO. L51109UP1972PLC003544)** will be held on Wednesday, 30th September, 2015 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 31st March 2015, 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.
2. To appoint a Director in place of Mr. K.K. Agrawal (DIN, No. 00139252), Non-Independent & Non-Executive Promoter Director by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To confirm the appointment of 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 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. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C), as recommended by the Audit committee and the Board of Directors at their meeting held on August 22, 2015, be and are hereby confirm to be reappointed under Section 139 and other applicable provisions of Companies Act, 2013 and Rules made there under i.e. Companies (Audit and Auditors) Rules, 2014, as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the forty seventh 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 recommended by the Audit committee and approved by the Board of Directors in this behalf.

“RESOLVED FURTHER THAT the appointment of M/s. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C) under section 139(8) of the Companies Act 2013, to fill the casual vacancy caused by the resignation of M/s. P. Jain & Co., Chartered Accountants (Firm Regn. Number 000711C) ,the erstwhile Auditors, on August 22, 2015 initially for a period of three months or the approval from the members of the company at the General meeting whichever is earlier, by the Board of Directors be and hereby ratified.

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

“RESOLVED THAT pursuant to the provisions of Section 149,152,161 and any other applicable provisions of the Companies Act 2013, read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, and as per notice received under Section160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature, Mr. Prabhat Krishna, (DIN: 02569624) an Independent Director be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) years from the date of appointment by the Board of Directors i.e. upto February 10, 2018.

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to comply with all other legal and procedural requirements to implement of the aforesaid decision.”

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

“RESOLVED THAT pursuant to the provisions of Section 149,152,161 and any other applicable provisions of the Companies Act 2013, read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature, Mr. Pradyuman Kumar Lamba, (DIN: 02843166) an Independent Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) years from the date of appointment by the Board of Directors i.e. upto February 10, 2018.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to comply with all other legal and procedural requirements to implement of the aforesaid decision.”

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

“RESOLVED THAT pursuant to the provisions of Section 149,152,161 and any other applicable provisions of the Companies Act 2013, read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, as per notice received under Section 160 of the Companies Act, 2013 from a shareholder along with the requisite deposit proposing candidature, Mr. Tilak Raj Khosla, (DIN: 02724242) an Independent Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable

to retire by rotation, to hold office for a term of 3 (three) years from the date of appointment by the Board of Directors i.e. upto February 10, 2018.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to comply with all other legal and procedural requirements to implement of the aforesaid decision.”

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

“RESOLVED THAT Section 149, 152, 161 and other applicable provisions of the Companies Act 2013 and relevant rules made thereunder and read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), clause 49 of the listing agreement with the Stock Exchanges in compliance of induction of one Woman Director Ms. Deepika Shergill (DIN NO. 07093795), regularized and appointed as Non Executive Independent Director under Section 149, 152, 161 and other applicable provisions of the Companies Act 2013 and relevant rules made thereunder, not liable to retire by rotation, to hold office for the first term of 3 (three) years initially, from the date of appointment that upto February 10, 2018.

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to comply with all other legal and procedural requirements to implement of the aforesaid decision.”

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

“RESOLVED THAT in terms of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the limits specified in Schedule V of the said Act, further subject to the approval of the Central Government and the concerned authorities including BIFR as may be applicable

Mr. Sandeep Agarwal (DIN No. 00139439) be and is hereby re-appointed as Managing Director of the Company for a further period of five years w.e.f. 01.02.2014 on the terms and conditions, including the increment in remuneration, as was approved at the Annual General Meeting held on September 30 2013, and as are set out in the draft Agreement, be entered into between the Company and Mr. Sandeep Agarwal given hereunder.

1) Salary and Commission:

(a) Salary : Rs. 8,00,000/- per month with increment of 10% per annum due on April each year.

Commission: At a rate to be determined by the Board of Directors each year.

Provided further that the aggregate amount of remuneration payable to the appointee in a particular financial year will be subject to the overall ceiling limit laid down in Sections 196 to 200 of the Companies Act, 2013.

2) Perquisites :

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

business and telephone at residence will not be considered as perquisites. Long distance telephone calls and use of car for personal purposes will be billed by the Company.

- (k) Reimbursement of entertainment, traveling and other expenses actually incurred for business of the Company.

3) Minimum Remuneration :

If in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the appointee shall be entitled to minimum remuneration by way of salary, perquisites, allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule 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, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- b. Gratuity as per law.
- c. Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to comply with all other legal and procedural requirements under the Companies Act, 2013 and rules and regulations framed thereunder."

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

"RESOLVED THAT, in compliance with the Companies (Cost Records and Audit) Amendment Rules, 2014 published vide GSR No. 01(E) on January 1, 2015, issued by the Central Government, further in terms of the Powers conferred by Section 148, of the Companies Act, 2013, subject to the confirmation, if required, from the Central Government, M/s. Neeraj Sharma & Co, Cost Accountants, Ghaziabad, and being eligible under section 139, 141 and 148 of the Companies Act,

2013, be and are hereby re-appointed as Cost Auditors from April 1, 2015 to March 31, 2016, at the remuneration of Rs. 2.50 Lacs per annum excluding the service tax and out of pocket expenses, to conduct the audit and further rectification of remuneration in terms of Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 under the Companies Act, 2013.

"RESOLVED FURTHER THAT, Board of Directors of the company be and are hereby authorized to complete all the legal and procedural requirements in this regard including the filing of necessary forms with the Registrar of Companies/Central Government."

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

"RESOLVED THAT, in terms of Section 12 and other applicable provisions of the Companies Act 2013 and Companies (Incorporation) Rules 2014 and any other Rules as may be applicable and further compliance of Listing Agreement with the Stock Exchanges, due to operational convenience, the Registered office of the company be shifted from B-2 Loni Road Industrial Area, Opp. Mohan Nagar, Ghaziabad-201007 U.P. to Corporate office of the company situated at 57/2 Site IV Industrial Area, Sahibabad, Ghaziabad-201010 U.P.

"RESOLVED FURTHER THAT Board of Directors of the company be and are hereby authorized to complete all legal and procedural requirements in this regard."

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

"RESOLVED THAT pursuant to the provisions of section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors to borrow/continues to borrow, any sums of money from time to time from any one or more of the Company's Bankers and/or from any one or more other persons, firms, bodies, corporate or financial institutions in India or Overseas, Assets Reconstruction

Companies (ARCs), whether by way of cash credit, advance or deposits, term loans, debentures, fixed deposits or bill discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company assets and properties, stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but so however that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding at any time (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed the sum of Rs. 1500.00 Crores (Rupees Fifteen Hundred Crores Only) and the Board of Directors is hereby further authorized to execute such deeds of mortgage, charge, hypothecation, lien, promissory notes, deposit receipt and other deeds and instruments or writings as they may think fit and containing such conditions and covenants as the Board of Directors may think fit."

"RESOLVED FURTHER THAT the Board be and is hereby also authorized in terms of 180 (1) (c) of the Companies Act 2013, and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time, subject to requisite approvals, if any, as may be required from any of the concerned authorities and from the financial institutions/bank, the existing charge holders to secure if required the entire or any part of the issue of securities by creation of mortgage(s) and or charge(s) as may be required either by way of first charge or second charge on pari-passu basis on all or any of the Company's immovable and movable properties, present and future, as the Board may determine in consultation with the Trustees/Lenders, such charge to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board upto the Borrowing Powers of Rs. 1500.00 Crores, as mentioned

above.

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

“RESOLVED THAT, the consent of the company be and is hereby accorded in terms of Section 180(1)(a), 110 and other applicable provisions of the Companies Act 2013 and the Companies (Management & Administration) Rules, 2014 and any other provisions of the Companies Act, 2013 as amended from time to time, for mortgaging and/or charging by the Board of Directors of the company on first charge basis in favor of financial institutions and/or banks,

Assets Reconstruction Companies (ARCs) for term loans and on second charge basis and on exclusive charge basis on all the immovable & movable properties of the company, wheresoever situated, present & future and the whole of the Undertaking of the Company for working capital facilities. The term lenders may have second charge over movable assets and working capital bankers may have on immovable assets of the company. The following financial institutions and banks for the financial assistance presently provided by them, detailed as under and any other bank/financial institutions/ARCs for financial assistance to be provided by them in future:

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
1	10347454	HDFC BANK LIMITED HDFC BANK HOUSE SENAPATI BAPAT MARG, LOWER PAREL W, MUMBAI, MAHARASHTRA - 400013	2.69
2	10248533	ICICI BANK LIMITED NBCC PLACE, BHISHMA PITAMAH MARG, PRAGATI VIHAR, NEW DELHI - 110003	5.376
3	10251334	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001	0.43
4	10247812	STANDARD CHARTERED BANK CREDIT RISK CONTROL, H-2, CONNAUGHT CIRCUS, NEW DELHI - 110001	1.45
5	10254614	SYDICATE BANK CORPORATE FINANCE BRANCH, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI - 110022	2.17
6	10184701	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	3.60
7	10184695	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	274.5
8	10177886	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	4.28

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
9	10177608	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	5.29
10	10137794	PUNJAB NATIONAL BANK MOHAN NAGAR, GHAZIABAD, UTTAR PRADESH - 201007	36.60
11	10126135	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	12.00
12	10126167	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF BIKANER AND JAIPUR) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	18.00
13	10126165	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF BIKANER AND JAIPUR) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	19.64
14	10125150	PUNJAB NATIONAL BANK MOHAN NAGAR, GHAZIABAD, UTTAR PRADESH - 201007	20.00
15	10115855	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	18.34
16	10112098	INFOTECH TRUSTEESHIP SERVICES LIMITED 3RD TO 6TH FLOOR, INTERNATIONAL INFOTECH PARK, TOWER NO.5, VASHI RAILWAY STATION COMPLEX, VASHI, NAVI MUMBAI, MAHARASHTRA - 400703	8.00
17	10106371	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA -400098	25.00
18	10091892	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI -110001	10.00
19	10083704	STATE BANK OF HYDERABAD 74, JANPATH, NEW DELHI - 110001	33.00

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
20	10080409	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -UCO BANK) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	24.16
21	10076828	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	25.00
22	10044088	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	30.00
23	10044092	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	37.00
24	10040259	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -EXPORT IMPORT BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	12.58
25	10039657	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -UCO BANK) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	28.00
26	10036111	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	7.56
27	10038078	ABN AMRO BANK N.V. HANSALAYA BUILDING, 15, BARAKHAMBA ROAD, DELHI - 110001	20.50
28	10031838	STATE BANK OF HYDERABAD 74, JANPATH, NEW DELHI, DELHI - 110001	42.136
29	10028229	PUNJAB NATIONAL BANK MOHAN NAGAR, GHAZIABAD, GHAZIABAD, UTTAR PRADESH - 201007	75.00
30	10026022	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	39.92

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
31	10025618	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	60.19
32	10016390	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	35.82
33	10018728	KOTAK MAHINDRA BANK LIMITED 36-38A, NARIMAN BHAVAN, 227,D, NARIMAN POINT, MUMBAI, MAHARASHTRA - 400021	5.00
34	80039195	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	14.00
35	80039279	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	14.00
36	80016666	PUNJAB NATOINAL BANK MOHAN NAGAR, GHAZIABAD, UTTAR PRADESH - 201007	23.00
37	80016662	PUNJAB NATOINAL BANK MOHAN NAGAR, GHAZIABAD, UTTAR PRADESH - 201007	33.51
38	80035288	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	40.00
39	90281031	SYNDICATE BANK CORPORATE FINANCE BRANCH DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI -110022	7.08
40	80022064	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI - 110001	25.00
41	80022066	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23 BARAKHAMBA ROAD, NEW DELHI - 110001	25.00

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
42	90280845	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	10.00
43	90277817	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	15.00
44	90280768	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, K ALINA, MUMBAI, MAHARASHTRA - 400098	7.56
45	90280728	SYNDICATE BANK CORPORATE FINANCE BRANCH, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI - 110022	11.02
46	90280722	THE JAMMU & KASHMIR BANK LTD. 26/34, PAL MOHAN MANSION, EAST PATEL NAGAR, RAJINDER PLACE, NEW DELHI - 110008	21.96
47	80046862	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001	5.00
48	90280326	ABN-AMRO BANK NV HANSALAYA BUILDING, 15; BARAKHMABA ROAD, NEW DELHI - 110001	10.00
49	90275299	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001	11.50
50	90278875	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	170.56
51	90276714	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	418.50

The sanction also accorded to create the charge for any future loans Sanctioned/lent by the above banks/financial Institutions/ARCs to the Company institutions/banks/ARCs subject to the overall limits of Rs. 1500.00 Crores, and in terms of Rehabilitation Scheme as may be sanction by Board of Industrial and Financial Reconstruction (BIFR), not mentioned above together with interest thereon at the respective agreed rates, compound/further/additional interest, liquidated damages, commitment charges, and all other monies as payable by the company to financial institutions/Banks/ARCs under their respective heads as per agreement/letter of sanction/memorandum of terms and conditions entered into/to be entered into by the company in respect of the said financial assistance.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to finalize with financial institutions and Banks, the documents for creating the aforesaid mortgage and/or charge and to do all such acts and things as may be necessary for giving effect to the above resolution.”

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

AJAY GUPTA
(COMPANY SECRETARY & GM-LEGAL)
FCS No. : 4474

Place : Ghaziabad
Date : August 22, 2015
Registered Office- B-2, Loni Road Industrial Area,
Opp. Mohan Nagar, Ghaziabad - 201 007 (U.P.)

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. A person can act as a proxy on behalf of members not exceeding fifty 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 proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts and the statement of particulars of Directors seeking appointment/re-appointment, as required under Clause 49 of the Listing Agreement are annexed hereto. The Directors have furnished the requisite consents / declarations for their appointment / reappointment. In respect of the Special Business/Special resolution are set out in Item Nos. 3 to 12 of the accompanying Notice is annexed hereto.
4. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its Registered office and Corporate office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting..
5. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 shall be available for inspection by the members at the Annual General Meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 09, 2015 to Thursday, September 10, 2015 (Both days inclusive).
7. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
8. The Annual Accounts of the Subsidiary Companies shall be available at the Registered office and Corporate office of the Company for inspection by any shareholder.
9. 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 cutoff date fixed on Thursday, September 24, 2015 will be eligible for voting rights either by e-voting or physically at the Annual General Meeting.
10. As no dividend have been declared from the financial year ended 31st March 2008, there are no unpaid/unclaimed dividend needs to be transferred to the Investors Education and Protection Fund. Hence in terms of the Notification dated May 10, 2012 issued by MCA, there are no details of eligible investors needs to display on the website of the company.
11. 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 jksingla@alankit.com or ajaygupta@alpsindustries.com and 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.

12. 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 having its Registered Office situated at Alankit Assignments Ltd., 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.
13. **Re-appointment of Directors:** At the forthcoming Annual General Meeting, Mr. K.K. Agrawal (DIN No. 00139252), Non-Independent, Non Executive Promoter Director and Non Executive Chairman shall retire by rotation and being eligible offer himself for reappointment.
14. **Re-appointment of Whole Time Director:** Mr. Sandeep Agrawal, Managing Director proposed to be reappointed as Whole time director designated as Managing Director of the company. The information/details pertaining to the above Whole time 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.
15. **Appointment of Independent Directors:** Mr. Prabhat Krishna, (DIN: 02569624), Mr. Pradyuman Kumar Lamba, (DIN: 02843166) and Mr. Tilak Raj Khosla, (DIN: 02724242) and Ms. Deepika Shergill (DIN NO. 07093795), proposed to be appointed as independent Non executive Directors of the company pursuant to the provisions of Section 149,152,161 and any other applicable provisions of the Companies Act 2013, read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement.
16. 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.
17. The members are requested to bring the copy of photo ID Proof like Driving License, Voter ID, and Passport etc. and in case of representatives of Companies/Banks the copy of POA/Board resolutions to confirm the authorities, to avoid the unscrupulous person entry to the meeting.
18. 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.
19. 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.
20. 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.
21. 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.
22. 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 Annexure1.

23. Relevant documents referred to in the accompanying Notice and the Statement, are available for inspection in such documents shall be available for inspection physical or in electronic on all working days, except Sundays and public holidays, during business hours up to the date of meeting at the Registered office of the company and copies there of shall also be made available for inspection at the Corporate office of the company and also at the meeting.

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

The Explanatory Statements for Item no. 3 to 12 of the accompanying Notice are as under:

ITEM NO. 3.

As per Section 139 of Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the appointment of new Auditors M/s. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C) proposed for the first term of four years i.e from the conclusion of the 43rd Annual General Meeting till the conclusion of the 47th Annual General Meeting of the company as the statutory auditors, subject to the rectification of their reappointment at every subsequent Annual General Meeting of the company by the shareholders in terms of the provisions of the Companies Act, 2013. The members of the company need to consider and approve the confirmation for re-appointment of the Statutory Auditors, as recommended by the Board of Directors at their meeting held on August 22, 2015. The casual vacancy was caused due to the resignation letter dated August 19, 2015 of M/s. P. Jain & Co., Chartered Accountants (Firm Regn. Number 000711C) ,the erstwhile Auditors, on August 19, 2015. The ratification also proposed

for the appointment of M/s. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C) under section 139(8) of the Companies Act 2013 by the Board of Directors at their meeting held on August 22, 2015, to fill the casual vacancy caused by the resignation of M/s. P. Jain & Co., Chartered Accountants (Firm Regn. Number 000711C). The members of the company consider and approve the resolution by way of Special resolution. None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise except to the extent of their shareholdings if any.

ITEM NO. 04,05 AND 06.

Pursuant to Clause 49 of the Listing Agreement, Mr. Prabhat Krishan (DIN No. 02569624), Mr. Pradyuman Kumar Lamba (DIN No. 02843166) and Mr. Tilak Raj Khosla (DIN No. 02724242) are holding the office of Directors categorized as Independent Directors of the Company. As per the provisions of Section 149(4) of the Companies Act, 2013, it would be necessary to have at least one third of the total number of directors as independent directors. The provisions of sub Section 10 of Section 149 further stipulates that an independent director shall hold office for a term up to five consecutive years on the Board of the Company and shall not be liable to retire by rotation.

It is proposed to appoint all the present Independent Directors viz. Mr. Prabhat Krishan (DIN No. 02569624), Mr. Pradyuman Kumar Lamba (DIN No. 02843166) and Mr. Tilak Raj Khosla (DIN No. 02724242) as Independent Directors for a period of three years from the date of approval by the Board of Directors on 11.2.2015 i.e upto 10.2.2018. The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company has formed an opinion that all the Independent Directors fulfils the conditions specified in the Companies Act,

2013 for such an appointment. Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of each of the independent directors is as under:

“Mr. Prabhat Krishan (DIN No. 02569624) aged 70, B. Tech (Chem.) from IIT, Delhi. He has retired from State Bank of India as Assistant General Manager. He has a long and outstanding experience in the areas of Banking, Forex & Corporate Finance. He is presently advisor to various Companies for Technical Consultancy & Rehabilitation and he has been associated with the Company since 2009.”

“Mr. Pradyuman Kumar Lamba (DIN No. 02843166) aged 69, Arts Graduate with qualified Subordinate Accounts Services (S.A.S.). He retired from the post of Dy. Controller of Defence Accounts under the Controller General of Defence Accounts in the Ministry of Defence. He has wide experience of about four decades in accounts and auditing of Accounts at various positions like Auditor, Section Officer, Accounts Officer, Asst. Accounts Officer, Asstt. C.D.A. and Dy. C.D.A. and he has been associated with the Company since 2009.”

“Mr. Tilak Raj Khosla (DIN No. 02724242) aged 70, Arts Graduate with Subordinate Accounts Services (S.A.S). He is retired from the post of Dy. Controller of Defence Accounts under the Controller General of Defence Accounts in the Ministry of Defence. He has vast experience in the areas of accounts and auditing of Accounts in various positions like Auditor, Section Officer, Accounts Officer, Sr. Accounts Officer, Asstt. C.D.A. and Dy. C.D.A. and he has been associated with the Company since 2009.”

None of the Independent Directors hold any shares in the Company. As per the provisions of sub Section (7) of Section 149 of the Companies Act, 2013, the Board of Directors of the Company has received declaration from all the Independent Directors that they meet with the criteria of independence as provided in sub Section (6) of Section 149 of the Companies Act, 2013. The Company has also received from all the proposed appointees (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8

of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they have not been disqualified under sub Section (2) of Section 164 of the Companies Act, 2013. A copy of the letters for the appointment of all the proposed appointees as Independent Director setting out the terms and conditions is available for inspection by the members at the Company’s Registered Office and Corporate office during the working hours on all working days upto the date of AGM.

Independent Director shall not be entitled to any other financial benefits and may receive remuneration by way of sitting fees provided under sub-section (5) of Section 197 of the Companies Act, 2013, reimbursement of expenses for participation in the Board and other meetings only. As per the provisions Section 160 of the Companies Act, 2013, the Company has received notice under Section 160 of the said Act from shareholders proposing the candidature, for the office of a Director of the Company along with the deposit of 1,00,000/- for each of the Director. Mr. Prabhat Krishan (DIN No. 02569624), Mr. Pradyuman Kumar Lamba (DIN No. 02843166) and Mr. Tilak Raj Khosla (DIN No. 02724242) are deemed to be interested or concerned in their respective resolution for appointment. Apart from the said directors, none of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise except to the extent of their shareholdings if any. Your Directors recommend the resolutions, by way of Special Resolutions, as mentioned in Item 04,05 and 06 of the Notice for your approval.

ITEM NO. 07

In terms of Section 149, 152, 161 and other applicable provisions of the Companies Act 2013 and relevant rules made thereunder and clause 49

of the listing agreement with the Stock Exchanges one Woman Director needs to be appointed as Additional Director till the conclusion of the next AGM for a maximum first term of five years and shall not be liable to retire by rotation. The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company has formed an opinion that Woman Director fulfils the conditions specified in the Companies Act, 2013 for such an appointment. Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment is as under:

“She possesses educational qualification in the field of Sociology, Diploma in Office Management, Art Appreciation from National Museum Institute. She possess over thirty years of diversified exposure in the administrations of reputed companies engaged in diversified fields.”

It is proposed to appoint Ms. Deepika Shergill (DIN NO. 07093795) aged 53, as Additional Non Executive Independent Director under Section 149, 152, 161 and other applicable provisions of the Companies Act 2013 and relevant rules made thereunder for a period of three years from the date of approval by the Board of Directors on 11.2.2015 i.e upto 10.2.2018, for first term of three years in compliance of aforesaid legal requirements. The aforesaid Independent Director does not hold any shares in the Company. As per the provisions of sub Section (7) of Section 149 of the Companies Act, 2013, the Board of Directors of the Company has received declaration from the aforesaid Independent Director that she meet with the criteria of independence as provided in sub Section (6) of Section 149 of the Companies Act, 2013. The Company has also received from the proposed appointee (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she has not been disqualified under sub Section (2) of Section 164 of the Companies Act, 2013. A copy of the letter for the appointment of the proposed appointee as

Independent Director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office and Corporate office during the working hours on all working days upto the date of AGM.

Independent Director shall not be entitled to any other financial benefits and may receive remuneration by way of sitting fees provided under sub-section (5) of Section 197 of the Companies Act, 2013, reimbursement of expenses for participation in the Board and other meetings only. Ms. Deepika Shergill (DIN NO. 07093795) deemed to be interested or concerned in the resolution for appointment. Apart from the said director, none of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise except to the extent of her shareholdings, if any. Your Directors recommends the resolution as mentioned in Item Nos. 07 of the Notice for your approval by way of Special resolution.

ITEM NO. 08

Mr. Sandeep Agrawal, Managing Director (Din No. 00139439) aged 51, was re-appointed as the Whole Time Director and designated as Managing Director at the Annual General Meeting of the Company held on 30th September 2013 for a period of 5 years w.e.f. 01.02.2014. As the re-appointment was approved under the erstwhile companies Act 1956, it needs to be again approved under the new provisions of the Companies Act 2013 with the increment in the remuneration as approved at the AGM held on September 30 2013. The Company has also received from the proposed appointees (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he has not been disqualified under sub Section (2) of Section

164 of the Companies Act, 2013. The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company has formed an opinion that aforesaid Whole time Director fulfils the conditions specified in the Companies Act, 2013 for such an appointment. Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment is as under:

“He is in the textile industry since last 26 years and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies. The company had also obtained significant recognitions/certifications from different organizations. He is very meticulous in diversifying into value added products in domestic Home Furnishing business segment of the company. Under his leadership, the Company has set-up a nationwide distribution system for the Company’s products. This has helped the Company in marketing its brands such as “Vista” throughout the country. Under his acumen leadership and strong

patience, the company is able to sail smoothly even in testing times.” Apart from the said Whole time director and Mr. K.K.Agrawal Non-Executive Chairman & Promoter Director, Mrs. Sanyog Agrawal, Mrs. Nidhi Agrawal, Mr. Rohan Agrawal and Ms. Sunandni Agrawal being relatives of appointee, none of the persons specified in Section 102 of the Companies Act, 2013 Directors, Key Managerial Personnel, Relatives of Directors & Key Managerial Personnel or the entities comprising the interest of Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise except to the extent of the shareholdings if any. Your Directors recommend the resolution as mentioned in Item Nos. 08 of the Notice for your approval by way of Special resolution.

A statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 related to the reappointment of Mr. Sandeep Agrawal as a whole time director designated as Managing Director is as under:

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;">2014-15</td> <td style="text-align: center;">2013-14</td> <td style="text-align: center;">2012-13</td> </tr> <tr> <td>Net Profit</td> <td style="text-align: right;">(2948.70)</td> <td style="text-align: right;">(11765.60)</td> <td style="text-align: right;">(11313.13)</td> </tr> <tr> <td>Turnover</td> <td style="text-align: right;">64268.29</td> <td style="text-align: right;">80582.40</td> <td style="text-align: right;">69987.48</td> </tr> </table>		2014-15	2013-14	2012-13	Net Profit	(2948.70)	(11765.60)	(11313.13)	Turnover	64268.29	80582.40	69987.48
	2014-15	2013-14	2012-13										
Net Profit	(2948.70)	(11765.60)	(11313.13)										
Turnover	64268.29	80582.40	69987.48										
e. Export performance and net foreign exchange collaborations	i Financial year ended on 31.03.2015-Export turnover Rs. 21771.28 lacs ii Net foreign exchange collaborations – Nil												
f. Foreign investments or collaborators, if any	I. Foreign Investment – As on 31.03.2015- Nil. II. Collaboration - Nil												

2. INFORMATION ABOUT THE APPOINTEE:	
a. Background Details	He is in the textile industry since long and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies. The company had also significant recognition/certifications from different organization.
b. Past remuneration	Rs. 3.00 Lac during the 12 months period ended 31.03.2015.
c. Recognition or awards	<ul style="list-style-type: none"> • Certificate for ISO/TS 16949:2009 for manufacturing seat fabrics for the automotive application. • Certificate for Oeko-Tex for Hohenstein Textile Testing Institute, Germany • Certificate for ISO 9001:2008 and ISO 14001:2004 for the management system implemented, renewed by Afnor Certification for the period 2013 to 2015 covering the manufacturing activities i.e. Spinning, Weaving and Processing of Yarn, Fabric and Home Furnishing and Coating (fire retardant curtain fabric, upholstery and stain proof fire retardant upholstery cloth for the company's units situated at Haridwar and Meerut). • Certificate of Compliance of standards issued by the CU Inspections & Certifications Private Limited. • Certification to use the Trademarks from Cotton Egypt Association (CEA). • Certification of membership of Indian Green Building

	<p>Council (IGBC) issued by the CII.</p> <ul style="list-style-type: none"> • Achievement award for the workplace conditions issued by the Workplace Conditions Assessment (WCA).
d. Job profile and his suitability	<p>He is in the textile industry since last 26 years and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies. The company had also obtained significant recognitions / certifications from different organizations. He is very meticulous in diversifying into value added products in domestic Home Furnishing business segment of the company. Under his leadership, the Company has set-up a nationwide distribution system for the Company's products. This has helped the Company in marketing its brands such as "Vista" throughout the country. Under his acumen leadership and strong patience, the company is able to sail smoothly even in testing times.</p>
e. Remuneration proposed	<p>(i) Salary : Rs. 8,00,000/- per month with increment of 10% per annum due on April each year. Commission: At a rate to be determined by the Board of Directors each Year. Provided further that the aggregate amount of remuneration payable to the appointee in a particular financial year will be subject to the overall ceiling limit laid down in Sections 196 to 200 of the Companies Act, 2013.</p> <p>(ii) Perquisites :</p> <ol style="list-style-type: none"> Furnished residential accommodation inclusive of facilities such as electricity, water and gas. Full reimbursement of all medical expenses for self and family. Leave travel facility for self and family once a year. Fees of Clubs subject to a maximum of two Clubs. Personal accident and medical insurance. Contributions to Provident Fund, Superannuation or Annuity Fund Gratuity as per law Encashment of leave at the end of tenure of office. Free passage for self and family together with cost of transportation of household items at the end of tenure of office. Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Long distance telephone calls and use of car for personal purposes will be billed by the Company. Reimbursement of entertainment, traveling and other expenses actually incurred for business of the

	<p>Company.</p> <p>(iii) Minimum Remuneration :</p> <p>If in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the appointee shall be entitled to minimum remuneration by way of salary, perquisites, allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule 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 :</p> <p>a. Contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.</p> <p>b. Gratuity as per law.</p> <p>c. Encashment of leave at the end of the tenure.</p>
<p>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).</p>	<p>Reasonable and competitive with respect to the Industries with similar nature.</p>
<p>g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</p>	<p>None.</p>

<p>3. OTHER INFORMATION</p>	
<p>1. Reasons of loss or inadequate profit</p>	<p>(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.</p> <p>(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.</p> <p>(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 like</p>

	<p>us.</p> <p>(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.</p> <p>(e) The following constraints are also responsible for low profitability and liquidity of the company :</p> <ul style="list-style-type: none"> • Rupee appreciation against USD, vis- -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. <p>(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.</p> <p>(g) Due to financial instability / uncertainty, the completion of the weaving project at Meerut was stopped / slowed down / delayed by six months and operations of same at commercial level almost more than a year.</p> <p>(i) 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>(j) The yarn converted out of the cotton purchased during Feb'11 & March'11 was sold at a price even below the purchase price of cotton.</p>
<p>2. Steps taken or proposed to be taken for improvement</p>	<ul style="list-style-type: none"> • Meerut Unit has started showing significant improvements in terms of quality as well as production quantity. • The company has entered into technical collaboration for manufacture of fabrics for use in automobiles. • The Company has joined hands with a French

	<p>company for automotive fabric.</p> <ul style="list-style-type: none"> • Cost reduction by Restructuring and consolidation of various units of the company.
3. Expected increase in productivity and profits in measurable terms	The Company projected PAT 48.60 Crores to the F.Y 2016-17 and expects to optimize its operations in the year 2017-18.

4. DISCLOSURE	
1. Remuneration package of the managerial person	<p>1 Managing Director & Executive Director remuneration during the financial year ended 31.03.2015 is Rs. 3.00 lacs & Rs. 13.13 Lacs respectively.</p> <p>2 Proposed Remuneration- Details are given in Part 2 (e).</p>
2. a) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pensions etc., of all directors; b) Details of fixed component and performance linked incentives along with the performance criteria; c) Service contracts, notice period, severance fees; d) 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.	The necessary disclosures has been mentioned in the Directors' Report under the heading of " Corporate Governance" attached to the Annual Report for the year 2014-15.

ITEM NO. 9.

In terms of Companies (Cost Records and Audit) Amendment Rules, 2014 published vide GSR No. 01(E) on January 1, 2015, issued by the Central Government. during the financial year 2015-16, the company is covered under the cost audit. Further in terms of the Powers conferred by Section 148 of the Companies Act, 2013, company shall gets its Cost Accounting Records, Audited by Cost Auditors who shall be either, a Cost Accountant or a Firm of Cost Accountants, and holding valid certificate of practice under the provisions of Cost and Works Accountants Act, 1959.

As our company is covered under the aforesaid Rules, company has to appoint a reputed Cost Audit firm. It is proposed to re-appoint M/s. Neeraj Sharma & Co., Cost Accountants, Ghaziabad, for the financial year 2015-2016. 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, 2015 to hold office from the from April 1 2015 to March 31 2016 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. The Shareholders are required to approve the aforesaid resolution by way of Special Resolution, as set out in Item No. 9 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.

ITEM NO. 10.

Presently the Registered office of the company is situated at B-2 Loni Road Industrial Area, Opp. Mohan Nagar, Ghaziabad- 201007 U.P. Due to operational convenience, it is proposed to shift to Corporate office of the company situated at 57/2 Site IV Industrial Area, Sahibabad, Ghaziabad-201010 U.P. In terms of section 12 of the Companies Act 2013, the approval of members of the Board has been accorded on May 30, 2015 subject to the approval from shareholders of the company and further legal compliances under the Listing agreement with the stock exchanges/ ROC and other Banks/Central & State Government etc. The Shareholders are required to approve the aforesaid resolution by way of Special Resolution, as set out in Item No. 10 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 change of registered office, except to the extent of their shareholdings in their individual capacity if any.

ITEM NO. 11

The borrowing powers under section 293(1)(d) of the Companies Act, 1956 have already been approved by the members of the company at their Annual General meeting held on 27.09.2008 to the extent of Rs. 1500.00 Crores, to mortgage the fixed assets of the company. Due to implementation of Section 180 (1) (c), and other applicable provisions, if any, of the Companies Act, 2013, the fresh approval from the members of the company by way of Special Resolution is required. Hence the matter has been referred to the members for their approval under Section 180 (1) (c), and other applicable provisions, if any, of the Companies Act, 2013. None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters,

Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise except to the extent of their shareholdings if any.

ITEM NO. 12

Company have availed the Credit facilities within the overall limits under section 293(1)(d) of the Companies Act, 1956, as approved from time to time, by the members of the company and latest at the Annual General meeting held on 30.09.2011. Due to implementation of Section 180 (1) (a), and other applicable provisions, if any, of the Companies Act, 2013, the fresh approval from the members of the company by way of Special Resolution is required. Hence the matter has been referred to the members for their approval under Section 180 (1) (a), and other applicable provisions, if any, of the Companies Act, 2013. The various Financial Institutions/Banks/ARCs have sanctioned financial assistance detailed as under:

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
1	10347454	HDFC BANK LIMITED HDFC BANK HOUSE SENAPATI BAPAT MARG, LOWER PAREL W, MUMBAI, MAHARASHTRA - 400013	2.69
2	10248533	ICICI BANK LIMITED NBCC PLACE, BHISHMA PITAMAH MARG, PRAGATI VIHAR, NEW DELHI - 110003	5.376
3	10251334	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001	0.43
4	10247812	STANDARD CHARTERED BANK CREDIT RISK CONTROL, H-2, CONNAUGHT CIRCUS, NEW DELHI - 110001	1.45
5	10254614	SYDICATE BANK CORPORATE FINANCE BRANCH, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI - 110022	2.17
6	10184701	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	3.60
7	10184695	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	274.5
8	10177886	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	4.28
9	10177608	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	5.29
10	10137794	PUNJAB NATIONAL BANK MOHAN NAGAR, GHAZIABAD, UTTAR PRADESH - 201007	36.60
11	10126135	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	12.00
12	10126167	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF BIKANER AND JAIPUR) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	18.00

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
13	10126165	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR - STATE BANK OF BIKANER AND JAIPUR) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	19.64
14	10125150	PUNJAB NATIONAL BANK MOHAN NAGAR, GHAZIABAD, UTTAR PRADESH - 201007	20.00
15	10115855	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	18.34
16	10112098	INFOTECH TRUSTEESHIP SERVICES LIMITED 3RD TO 6TH FLOOR, INTERNATIONAL INFOTECH PARK, TOWER NO.5, VASHI RAILWAY STATION COMPLEX, VASHI, NAVI MUMBAI, MAHARASHTRA - 400703	8.00
17	10106371	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA -400098	25.00
18	10091892	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI -110001	10.00
19	10083704	STATE BANK OF HYDERABAD 74, JANPATH, NEW DELHI - 110001	33.00
20	10080409	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -UCO BANK) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	24.16
21	10076828	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	25.00
22	10044088	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	30.00
23	10044092	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	37.00

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
24	10040259	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -EXPORT IMPORT BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	12.58
25	10039657	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -UCO BANK) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	28.00
26	10036111	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	7.56
27	10038078	ABN AMRO BANK N.V. HANSALAYA BUILDING, 15, BARAKHAMBIA ROAD, DELHI - 110001	20.50
28	10031838	STATE BANK OF HYDERABAD 74, JANPATH, NEW DELHI, DELHI - 110001	42.136
29	10028229	PUNJAB NATIONAL BANK MOHAN NAGAR, GHAZIABAD, GHAZIABAD, UTTAR PRADESH - 201007	75.00
30	10026022	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	39.92
31	10025618	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF MYSORE) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	60.19
32	10016390	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	35.82
33	10018728	KOTAK MAHINDRA BANK LIMITED 36-38A, NARIMAN BHAVAN, 227,D, NARIMAN POINT, MUMBAI, MAHARASHTRA - 400021	5.00
34	80039195	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	14.00

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
35	80039279	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -THE HONGKONG & SHANGHAI BANKING CORPORATION LIMITED) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	14.00
36	80016666	PUNJAB NATOINAL BANK MOHAN NAGAR, GHAZIABAD, UTTAR PRADESH - 201007	23.00
37	80016662	PUNJAB NATOINAL BANK MOHAN NAGAR, GHAZIABAD, UTTAR PRADESH - 201007	33.51
38	80035288	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	40.00
39	90281031	SYNDICATE BANK CORPORATE FINANCE BRANCH DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI -110022	7.08
40	80022064	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI - 110001	25.00
41	80022066	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23 BARAKHAMBA ROAD, NEW DELHI - 110001	25.00
42	90280845	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	10.00
43	90277817	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	15.00
44	90280768	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF PATIALA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	7.56
45	90280728	SYNDICATE BANK CORPORATE FINANCE BRANCH, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI - 110022	11.02

(Rs. in Crores)

S. No.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED.
46	90280722	THE JAMMU & KASHMIR BANK LTD. 26/34, PAL MOHAN MANSION, EAST PATEL NAGAR, RAJIN DER PLACE, NEW DELHI - 110008	21.96
47	80046862	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001	5.00
48	90280326	ABN-AMRO BANK NV HANSALAYA BUILDING, 15; BARAKHMABA ROAD, NEW DELHI - 110001	10.00
49	90275299	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001	11.50
50	90278875	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	170.56
51	90276714	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (ASSIGNOR -STATE BANK OF INDIA) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098	418.50

The financial assistance from Banks/ Financial institutions/ ARCs continues to be secured by way of first charge on pari-passu basis for financial assistance received/to be received from Financial Institutions/Banks for terms loans and second charge basis in favour of Bankers of the company on pari-passu basis, to secure Working Capital facilities provided by Banks and on exclusive charge basis in their favour as may be called for, on all the immovable & movable properties of the Company, both present & future subject to any conditions as may be specified by the Board of Industrial and Financial Reconstruction (BIFR),.

As per Section 180 (1) (a), and other applicable provisions, if any, of the Companies Act, 2013 the Board of Directors of a public company shall not, without the consent of the Shareholders in General Meeting, Sale/lease or otherwise dispose off the whole, or substantially the whole of the undertaking of the company, or where the company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

Since the mortgaging by the company of its immovable & movable properties, as aforesaid in favour of above financial institutions and Bank may be regarded as disposal of the Company's properties/ undertaking, it is necessary for the members to pass a resolution under Section 180 (1) (a), and other applicable provisions, if any, of the Companies Act, 2013 to continue the creation of the said mortgage/charges. Copy of the sanction letters/LOI from the above financial institutions/ Banks are open for inspection at the Corporate office of the Company situated at 57/2, Site-IV, Sahibabad Industrial Area, Sahibabad, Ghaziabad (U.P.), during the business hours on all the working days except Sundays between 10.00 A.M. to 1.00 P.M. till the date of the Annual General meeting.

As the aforesaid item is also covered under Section 110 and the Companies (Management & Administration) Rules, 2014 and any other provisions of the Companies Act, 2013 it is proposed to be passed by postal ballot also. The necessary postal ballot slip is enclosed along with the Notice.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise except to the extent of their shareholdings if any.

Place: Ghaziabad
Date: August 22, 2015

By the Order of the Board
For ALPS INDUSTRIES LTD.

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

AJAY GUPTA
(COMPANY SECRETARY
& GM-LEGAL)
FCS No. 4474

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement and in terms of Clause 1.2.5 Of Secretarial Standards on General Meetings Issued By ICSI forming the part and parcel of Explanatory statement under section 102 of the Companies Act 2013.)

S. No.	Particulars	Mr. Sandeep Agarwal	Mr. Prabhat Krishna	Mr. Pradyumn Kumar Lamba	Mr. Tilak Raj Khosla	Ms. Deepika Shergill
a)	Nature of Directorship	Managing Director	Independent & Non Executive	Independent & Non Executive	Independent & Non Executive	Independent & Non Executive
b)	Age	51	70	69	70	53
c)	Date of First Appointment	1st January 1993 as Director	31 July 2009	12 December 2009	31 July 2009	11 February 2015
d)	Qualifications	B.Com with wide experience in the textile sector	B. Tech (Chem.) from IIT, Delhi	Arts Graduate with qualified Subordinate Accounts Services (S.A.S.)	Arts Graduate with qualified Subordinate Accounts Services (S.A.S.)	Sociology Hons; Diploma in Office Management
e)	Terms and Conditions of appointment/ Re-appointment	He is in the textile industry since last 26 years and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies.	He has a long and outstanding experience in the areas of Banking, Forex & Corporate Finance. He is presently advisor to various Companies for Technical Consultancy & Rehabilitation.	He has wide experience of about four decades in accounts and auditing of Accounts at various positions like Auditor, Section Officer, Accounts Officer, Asst. Accounts Officer, Asstt. C.D.A. and Dy. C.D.A.	He has vast experience in the areas of accounts and auditing of Accounts in various positions like Auditor, Section Officer, Accounts Officer, Sr. Accounts Officer, Asstt. C.D.A. and Dy. C.D.A.	She possess over of diversified exposure in the administrations of reputed companies engaged in diversified fields.
f)	Details of Remuneration Sought to be paid	Salary : Rs. 8,00,000/- per month with increment of 10% per annum due on April each year.	NA	NA	NA	NA
g)	Remuneration Last drawn	Rs. 3.00 Lacs for the month of February and March 2014 in terms of the approval of MCA during the financial year 2014-15.	NA	NA	NA	NA
h)	Relationship with other directors, manager and other KMP of the company	Son of Mr. K. K. Agarwal, Non Executive Chairman and Non Independent Director.	NA	NA	NA	NA
i)	No. of meetings of the Board attended during the year	Three	Four	Four	Four	Nil (Appointed on 11.02.2015 only)
j)	Chairmanships/ Directorships of other Companies./ membership of Committees	<ul style="list-style-type: none"> • Pacific Texmark Pvt. Ltd. - Director • Alps Processors Pvt. Ltd. - Director • Alps USA Inc. - Director 	<ul style="list-style-type: none"> • Sharda Spuntext Pvt. Ltd. - Director • AMD Industries Ltd - Director • Snowflakes Meditech Pvt. Ltd. - Director • Alps Energy Pvt. Ltd. - Director. 	NA	NA	NA
k)	Number of shares held in the Company	6,51,510 Equity shares	Nil	Nil	Nil	Nil

Particulars	Mr. Sandeep Agarwal	Mr. Prabhat Krishna	Mr. Pradyumn Kumar Lamba	Mr. Tilak Raj Khosla	Ms. Deepika Shergill
l) Justification for choosing the appointee for appointment as independent directors	NA. Since he is non-Independent Director.	He has a long and outstanding experience in the areas of Banking, Forex & Corporate Finance.	He has wide experience of about four decades in accounts and auditing of Accounts	He has wide experience of accounts and auditing of Accounts	She possess over of diversified exposure in the administrations of reputed companies engaged in diversified fields.
m) In case of re-appointment of independent directors summary of performance evaluation of such independent director	NA. Since he is non-Independent Director.	Awarded 88.86% out of 100 Marks which is considered very Good.	Awarded 88.42% out of 100 Marks which is considered very Good.	Awarded 88.82% out of 100 Marks which is considered very Good.	Awarded 88.71% out of 100 Marks which is considered very Good.

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 35 B of the listing agreement with the stock exchanges, the company is pleased to provide members the 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. 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.
3. The Scrutinizer shall within a period not exceeding Three (3) 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.
4. The result shall be declared on or after the AGM of the company. The result declared along with the scrutinizer's Report shall be placed on the Company's website www.alpsindustries.com and on the website of CDSL immediately after the approval and declaration by the Chairman of the meeting and be communicated to BSE & NSE.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, September 27, 2015 at 10.00 A.M. and ends on Tuesday, September 29, 2015 at 5.00 P.M.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday September 24, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com, under help section or write an email to 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

Clint Id DP Id Folio No

ATTENDANCE SLIP – 43rd ANNUAL GENERAL MEETING 30th SEPTEMBER, 2015

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 43rd **Annual General Meeting** of the Company held on Wednesday, the 30th September, 2015 at 10.00 A.M. at the Corporate Office of the company situated at 57/2, Site IV, Sahibabad Industrial Area, Ghaziabad (U.P.) - 201010

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 and copy of Bard resolution with duly attested copy of id proof/POA in case of authorised representatives of body corporate/Banks.
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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the company, to be held on Wednesday the 30th day of September, 2015 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 Rs. 1
Revenue
Stamp

Signature of Shareholder

Notes :

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. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

Clint Id DP Id Folio No

S.No.	Resolutions	In Favor	Not in favor
1.	To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31st March 2015, 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. (Ordinary Resolution)		
2.	To appoint a Director in place of Mr. K.K. Agrawal (DIN, No. 00139252), Non-Independent & Non-Executive Promoter Director by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
3.	To appoint M/s R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C), Statutory Auditors who shall hold office from the date of appointment by the board to fill the casual vacancy till the conclusion of this Annual General Meeting and further for four years and to fix their remuneration. (Special Resolution)		
4.	To appoint Mr. Prabhat Krishna, (DIN: 02569624) an Independent Director of the Company for a period of three years (Special Resolution)		
5.	To appoint Mr. Pradyuman Kumar Lamba, (DIN: 02843166) an Independent Director of the Company for a period of three years (Special Resolution)		
6.	To appoint Mr. Tilak Raj Khosla, (DIN: 02724242)an Independent Director of the Company for a period of three years (Special Resolution)		
7.	To appoint Ms. Deepika Shergill (DIN NO. 07093795) an Independent Director of the Company for a period of three years (Special Resolution)		
8.	To Re-appoint Mr. Sandeep Agarwal (Din No. 00139439) as Managing Director of the Company for a further period of five years (Special Resolution)		
9.	To reappoint M/s. Neeraj Sharma & Co, Cost Accountants, Ghaziabad as Cost Auditors for the year ended on March 31 2016. (Special Resolution)		
10.	To approve the change in the Registered office of the company is situated at B-2 Loni Road Industrial Area, Opp. Mohan Negar, Ghaziabad- 201007 U.P. to Corporate office of the company situated at 57/2 Site IV Industrial Area, Sahibabad, Ghaziabad-201010 U.P. (Special Resolution)		
11.	To approve the borrowing powers of the company under section 180(1)(c) of the company act 2013. (Special Resolution)		
12.	To approve the borrowing of the company under section 180 (1)(a) of the company act 2013. (Special Resolution)		

Signed this 30th day of September 2015.

Signature of shareholder

Signature of Proxy holder(s)

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



I hereby tender my vote at the Annual General Meeting of the Company held on, Wednesday, 30th September, 2015 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 the adjournment thereof.

SL NO.

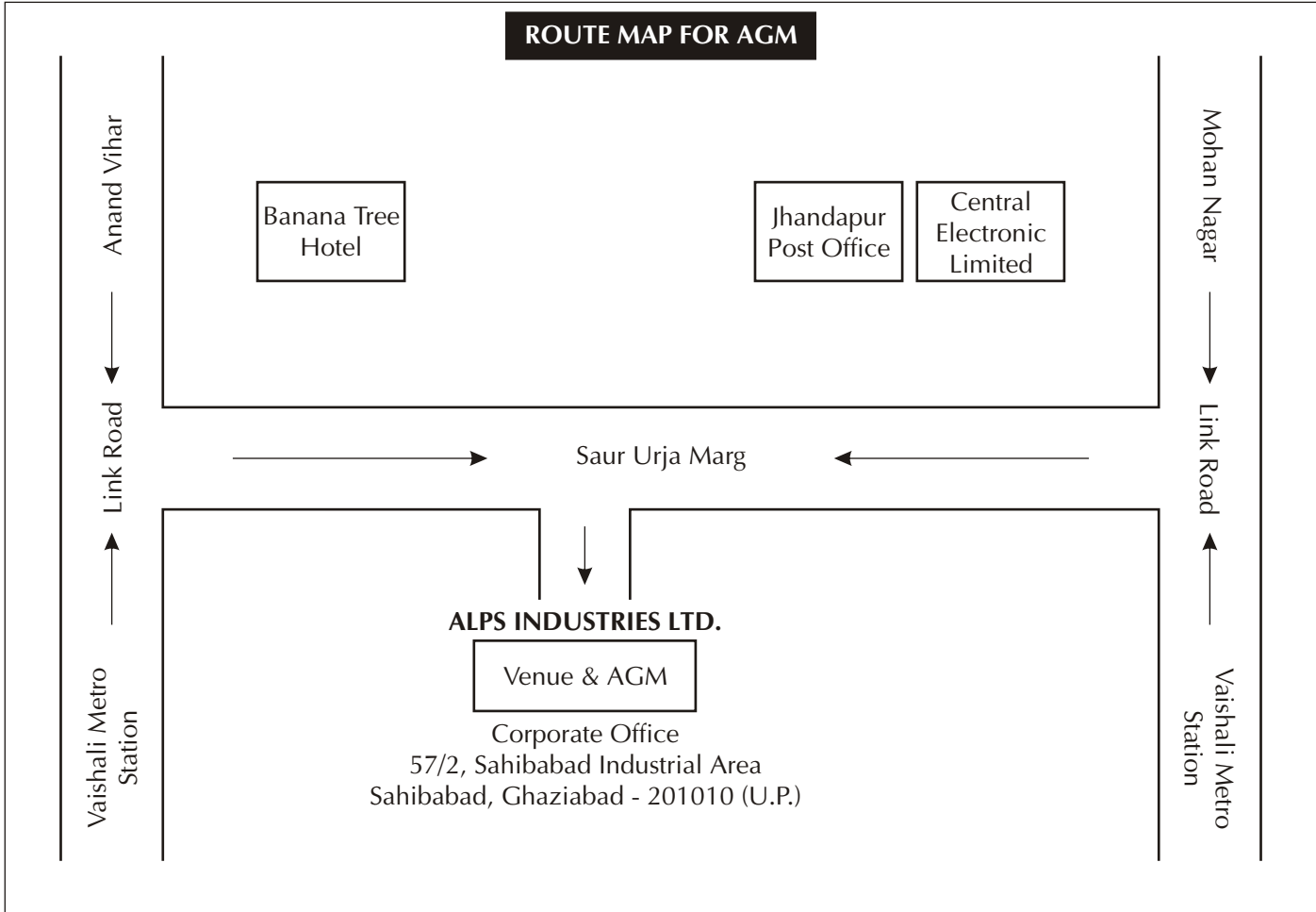
POSTAL BALLOT FORM

1. **Name of the Shareholder**
/Proxy holder :
2. **Folio No./Client I.D. No.**
& No. of Shares held :
3. **Voted for the**
Resolution No. 12 :
4. **Signature of the** :
member (In favour) (Not in Favour)

Place :

Dated :

Note : As required and to facilitate the voting through postal ballot, a pre-paid self addressed envelope is enclosed.



Nearest Landmark Jhandapur Post Office