

NOTICE

Notice is hereby given that the Forty Fourth Annual General Meeting of the Members of **Alps Industries Limited (CIN NO. L51109UP1972PLC003544)** will be held on Wednesday, September 14, 2016 at 10:00 A.M. at the Registered Office of the company situated at 57/2, Site IV, Industrial Area, Sahibabad, 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 March 31 2016, 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. Sandeep Agrawal (DIN. No. 00139439) Non-Independent and Executive promoter Director designated as Managing Director, by Rotation and being eligible, offers himself, for reappointment.
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 three years and to fix their remuneration. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary 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 May 30, 2016, be and are hereby confirmed to continue 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 continue to hold office from the conclusion of this Annual General Meeting until the conclusion of the Forty seventh Annual General Meeting i.e. for three years of the company on such remuneration, plus service tax as applicable and reimbursement of out of pocket expenses related with the audit, as shall be recommended by the Audit committee and approved by the Board of Directors in this behalf.”

SPECIAL BUSINESS:

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

“RESOLVED THAT in compliance with the Companies (Cost Records & Audit) amendment Rules 2014 published vide GSR No. 01(E) on January 1 2015 issued by the Central Government in terms of the powers conferred by section 148 of the Companies Act 2013, subject to the confirmation if required, from the Central Government as recommended by the Audit committee and Board of Directors at their meeting held on May 30, 2016, M/s. Pramod Agrawal & Company, Cost Accountants, Ghaziabad, (Firm registration No. 104022) and being eligible under section 139, 141 and 148 of the Companies Act 2013 be and are hereby appointed as Cost Auditors of the company from April 1, 2016 to March 31, 2017 at a remuneration of Rs. 2,30,000 per annum plus service tax as applicable and reimbursement of out of pocket expenses related with audit to conduct the audit and further ratification of remuneration in terms of rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014 under the Companies Act 2013 subject to the mandatory requirement only as may be specified in the Cost Audit Report and Cost Audit Rules as notified by MCA or any regulatory authority from time to time.”

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

Place : Ghaziabad
Date : May 30, 2016
Registered Office : 57/2 Site IV Industrial Area,
Sahibabad, Ghaziabad-201010 (U.P.)

AJAY GUPTA
(COMPANY SECRETARY & GM-LEGAL)

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 in respect of the Special Business/Special resolution are set out in the Item No. 4 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 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 Tuesday, August 30, 2016 to Wednesday, August 31, 2016 (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 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 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders who are the members of the company as on the closing hours of the cutoff date fixed on Thursday, September 8, 2016 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.

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.
11. 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 Registered Office of the company situated at 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad-201010, Uttar Pradesh.

12. Re-appointment of Directors: At the forthcoming Annual General Meeting, Mr. Sandeep Agarwal (DIN No. 00139439), Non-Independent, Executive Promoter Director designated as Managing Director shall retire by rotation and being eligible offer himself for reappointment.
13. 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.
14. 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.
15. 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.
16. As per the requirement of Regulation 39(4) and Chapter IV of the (Listing Obligations and Disclosure Requirements) Regulations 2015, 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.
17. 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.

18. 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.
19. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
20. Relevant documents referred to in the accompanying Notice and the Statement, are available for inspection, in physical or electronic, on all working days except Sundays and public Holidays, during business hours up to the date of the Meeting at the registered 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. 4 of the accompanying Notice is as under:

ITEM NO. 4.

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 2016-17, 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 the 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 appoint M/s. Pramod Agrawal & Company, Cost Accountants, Ghaziabad, (Firm Regn. No.104022) for the financial year 2016-2017, in place of the existing Cost Auditors M/s Neeraj Sharma & Co. (Firm Registration No. 100466) to reduce the cost and other operation convenience to the company. It has been confirmed by the proposed Cost Auditors that the necessary compliance related to the change in the Auditors as specified by the Institute of Cost Accountants of India and the Cost and Work Accountants Act 1959, has been complied with. In terms of Section 148(3) of the 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. Pramod Agrawal & Company, Cost Accountants, Ghaziabad, (Firm Registration No. 104022) as recommended by

the Audit committee and further appointed by the Board of Directors at their meeting held on May 30, 2016 to hold office from the from April 1 2016 to March 31 2017 on remuneration of Rs. 2,30,000 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. 4 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 appointment of Cost Auditors, except to the extent of their shareholdings in their individual capacity if any.

By the Order of the Board
For ALPS INDUSTRIES LTD.

AJAY GUPTA
(COMPANY SECRETARY & GM-LEGAL)

Place : Ghaziabad
Date : May 30, 2016
Registered Office : 57/2 Site IV Industrial Area,
Sahibabad, Ghaziabad-201010 (U.P.)

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
2. 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) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the company.
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 11, 2016 at 10.00 A.M. and ends on Tuesday, September 13, 2016 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 8, 2016 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:
- (ix) After entering these details appropriately, click on "SUBMIT" tab.

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 mentioned in the sticker pasted on the top of the first page of the notice. • 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).

- (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 "Alps Industries Ltd." 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles . The m-Voting app can be downloaded from Google Play Store. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xix) 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.
- (xx) **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 Corporate.
 - 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.
- (xxi) 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: 57/2, Site IV, Industrial Area,
Sahibabad, Ghaziabad-201010 (U.P.)
CIN NO :- L51109UP1972PLC003544

Regd. Folio No* Client I.D* D.P. I.D

ATTENDANCE SLIP – 44th ANNUAL GENERAL MEETING - 14th SEPTEMBER, 2016

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

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

I hereby record my presence at the 44th Annual General Meeting of the Company held on Wednesday, the 14th September, 2016 at 10.00 A.M. at the Registered Office of the company situated at 57/2, Site IV, Industrial area, Sahibabad, Ghaziabad (U.P.).

*Member/Proxy's Name in Block Letters

* Members/Proxy's Signature

Note :

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.
3. NO GIFTS WILL BE GIVEN.
4. Shareholders or their proxy should bring their Driving License/ Voter Identity Card or PAN Card for Verification / Identification or any other valid proof of identity and copy of Bard resolution/POA in case of authorised representatives of body corporate/Banks/ARC's.
5. The user id and password for the e voting will be as mentioned in the instructions of E voting as per annexure 1.
6. In terms of SEBI(Listing Obligations & Disclosure Requirements) Regulations 2015, it is to be informed that a holder may vote either for against each resolution.

***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: 57/2, Site IV, Industrial Area,
Sahibabad, Ghaziabad-201010 (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 44th Annual general meeting of the company, to be held on Wednesday the 14th day of September, 2016 At 10.00 A.M. at the Registered Office of the company situated at 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad-201010 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Client 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 2016, 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. Sandeep Agarwal (DIN. No. 00139439) Non-Independent and Executive promoter Director designated as Managing Director, by Rotation and being eligible, offers himself, for reappointment. (Ordinary Resolution)		
3.	To confirm the appointment M/s R.K. Govil & Co., Chartered Accountants (Firm Regn. No. 000748C) ,Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the forty seventh Annual General Meeting i.e. for three years and to fix their remuneration. (Ordinary Resolution)		
4.	To appoint M/s. Pramod Agrawal & Company Cost Accountants, Ghaziabad (Firm Regn. No.104022) as Cost Auditors of the company for the year ended on March 31 2017.(Special Resolution)		

Affix Rs. 1
Revenue
Stamp

Signature of Shareholder

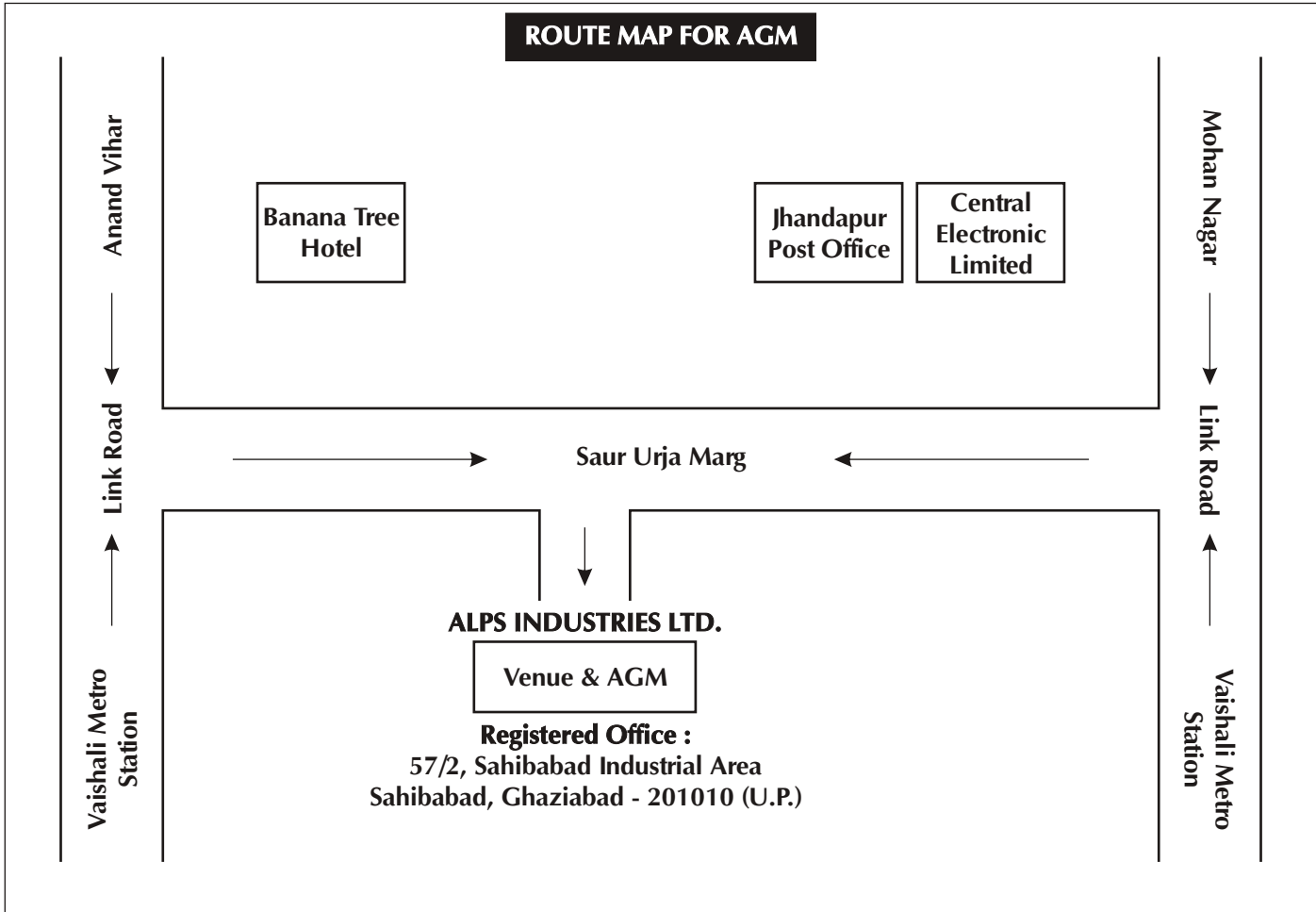
Signed this 14th day of September 2016.

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as a 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 carries voting rights may appoint a single person as proxy. However, such person shall not act as Proxy for any other shareholders.



*Nearest Landmark Jhandapur Post Office