

ALPS INDUSTRIES LTD.

NOTICE

Notice is hereby given that the Forty Sixth Annual General Meeting of the Members of **Alps Industries Limited (CIN NO. L51109UP1972PLC003544)** will be held on Friday, August 31, 2018 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 businesses:-

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet for the financial year ended on March 31, 2018, 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. Agarwal (Din No. 00139252) Non-Independent and Promoter Director, by rotation and being eligible, offers himself, for reappointment.

SPECIAL BUSINESS:

3. 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, 2018, M/s. Gaurav Gupta & Associates, Cost Accountants, Firm Regn. No.104132 and being eligible under 139, 141 and 148 of the Companies Act , 2013 be and are hereby appointed as Cost Auditors of the company from April 1, 2018 to March 31, 2019 at a remuneration of Rs. 0.50 Lac per annum plus Goods & Service Tax (GST) 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.”

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

“RESOLVED THAT pursuant to section 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and in terms of powers accorded at the Annual General Meeting held on December 11, 2009 and further on September 30, 2011, the Articles of Association of the Company, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Corporate Debt Restructuring scheme (CDR) of the company, as approved by Corporate Debt Restructuring Cell on August 31, 2009 conveyed to the company vide LOA dated November 9, 2009 and Re-worked of Corporate Debt Restructuring scheme (CDR) as approved by the concerned authorities on March 31, 2011 and conveyed to the company vide LOA dated May 4, 2011, and subject to any directions/exemptions issued by the National Company Law Tribunal (NCLT) and subject to such approvals, consents, permissions and/or sanctions as may be required from the Securities and Exchange Board of India (SEBI), Banks/Financial Institutions/ARCs or any other lenders (secured or unsecured) or claimant under unpaid derivative losses and MTM derivative losses or Foreign Exchange losses, Reserve Bank of India, and from any other government/appropriate authorities/institutions of bodies (hereinafter individually/collectively referred to as the “concerned authorities”) and subject to such conditions if any, as may be stipulated by the concerned authorities from time to time in granting any such approvals, consents, permissions or sanctions, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) of the Board for the time being, exercising the powers conferred on the Board) be and is hereby authorized and empowered and they shall always be deemed to have been so authorized and empowered on behalf of the Company, for :

ALPS INDUSTRIES LTD.

“Extension of the period of redemption from 9th and 10th year to 11th to 16 year from the original cut off date i.e. January 31 2009 of the 267,929,059 preference shares of Rs. 10.00 each in terms of the below mentioned provision of the re-work of CDR dated 4 May 2011:

Related to CRPS allotted under category A & B in favour of Secured & Unsecured Term Loans Lenders :

**In case the cash flow does not permit redemption of these CRPS, the company will issue fresh CRPS, carrying dividend @ 6% p.a. and redeemable in 11th to 16th years, to the holders of original CRPS as a consideration for redemption of original CRPS or redeem the CRPS consideration from the promoters infusion of funds.*

Related to CRPS allotted under category C&D in favour of Unpaid & MTM Derivative Losses:

** In case the cash flow does not permit redemption of these CRPS, the company will issue fresh CRPS, carrying dividend @ 1% p.a. and redeemable in 11th to 16th years, to the holders of original CRPS as a consideration for redemption of original CRPS or redeem the CRPS consideration from the promoters infusion of funds.*

“RESOLVED FURTHER THAT the Quasi-Equity Instruments i.e. 6% Cumulative Redeemable Preference Shares (CRPS) and 1% Cumulative Redeemable Preference Shares (CRPS) issued on face value of Rs. 10/- in terms of the Corporate Debt Restructuring (CDR) Scheme as approved by the concerned authorities, as mentioned below, as per shareholding as on 30.5.2018, will be subject to the period of redemption as stated above:”

Sl. No.	Name of the Allottees / holders of 6% & 1% Cumulative Redeemable Preference Shares	6% CRPS (Lenders of Secured Term Loans) - Category - AISIN ISIN INE093B04035 /NSDL	6% CRPS (Lenders of Unsecured Term Loans) - Category - BISIN INE093B04043 /NSDL	1% CRPS (Unpaid Derivative Losses) - Category - CISIN INE093B04019 /NSDL	1% CRPS (MTM Derivative Losses) - Category - DISIN INE093B04027 /NSDL	Total of Allotted Preference Shares
1.	Edelweiss Asset Reconstruction Company Ltd.	50041950	3,960,904	11,440,240	26,944,509	92,387,603
2.	State Bank of India	40129070	6,601,506	–	–	46,730,576
3.	Punjab National Bank	14357330	13,203,013	–	–	27,560,343
4.	Syndicate Bank	7416190	–	–	–	7,416,190
5.	The Jammu & Kashmir Bank Ltd.	6194500	–	–	–	6,194,500
6.	UCO Bank	6813950	–	–	–	6,813,950
7.	Export Import Bank of India	3534800	–	–	–	3,534,800
8.	ICICI Bank Limited	–	2,112,482	–	9,816,345	11,928,827
9.	HDFC Bank Limited	–	1,056,241	2,462,350	13,019,737	16,538,328
10.	Alps Processors Private Limited (Now known as Narad Fabric Pvt. Ltd.)	–	–	1,309,525	34,439,893	35,749,418
11.	IDBI Bank Limited	1413076	–	–	–	1,413,076
12.	Development Credit Bank Ltd. (Held in Physical Form)	–	–	11,661,448	–	11,661,448
	TOTAL	129900866	26,934,146	26,873,563	84,220,484	267,929,059

ALPS INDUSTRIES LTD.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or any other officer or officers of the company to give effect to the aforesaid resolution including to execute any documents on behalf of the company and to represent the company before any government authorities/authorities approving the CDR Scheme of the company/lenders or bankers of the company and for this purpose, to appoint any Professional Advisers/Consultants/Lawyers.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to enter into arrangements/agreements/make payment of dividend in priority to equity share holders in case of Quasi-Equity Instruments i.e. 6% and 1% Cumulative Redeemable Preference Shares (CRPS) as per the terms and conditions mentioned above and to settle all questions, difficulties or doubts that may arise in regard to such issue as the board, in its absolute discretion deem fit and take all steps which are incidental, consequential, relevant or ancillary in this connection.”

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

SL. 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, INDIA	2.69
2.	10248533	ICICI BANK LIMITED NBCC PLACE, BHISHMA PITAMAH MARG, PRAGATI VIHAR, NEW DELHI - 110003, INDIA	5.376
3.	10251334	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001, INDIA	0.43
4.	10247812	STANDARD CHARTERED BANK CREDIT RISK CONTROL, H-2, CONNAUGHT CIRCUS, NEW DELHI - 110001, INDIA	1.45

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
5.	10254614	SYDICATE BANK CORPORATE FINANCE BRANCH, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI- 110022, INDIA	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, INDIA	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, INDIA	5.29
10.	10137794	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	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, INDIA	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, INDIA	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, INDIA	19.64
14.	10125150	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab National Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	20.00*
15.	10115855	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank ff Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	18.34

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
16.	10112098	3I INFOTECH TRUSTEESHIP SERVICES LIMITED 3RD TO 6TH FLOOR, INTERNATIONAL INFOTECH PARK, TOWER NO. 5, VASHI RAILWAY STATION COMPLEX, VASHI, NAVI MUMBAI, MAHARASHTRA - 400703, INDIA	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, INDIA	25.00
18.	10091892	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI, DELHI -110001, INDIA	10.00
19.	10083704	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Hyderabad) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	33.00
20.	10080409	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - UCO Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	24.16
21.	10076828	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - The Hongkong and Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	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, INDIA	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, INDIA	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, INDIA	12.58
25.	10039657	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - UCO Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	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, INDIA	7.56

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
27.	10031838	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Hyderabad) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	42.136
28.	10028229	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab National Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	75.00
29.	10026022	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of India) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	39.92
30.	10025618	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Mysore) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	60.19
31.	10016390	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	35.82
32.	10018728	KOTAK MAHINDRA BANK LIMITED 36-38A, NARIMAN BHAVAN, 227-D, NARIMAN POINT, MUMBAI, MAHARASHTRA - 400021, INDIA	5.00
33.	80039195	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - The Hongkong & Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	14.00
34.	80039279	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -The Hongkong & Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	14.00
35.	80016666	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab National Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	23.00
36.	80016662	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab National Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	33.51
37.	80035288	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	40.00

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
38.	90281031	SYNDICATE BANK, CORPORATE FINANCE BRANCH DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI - 110022, INDIA	7.08
39.	80022064	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI - 110001, INDIA	25.00
40.	80022066	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23 BARAKHAMBA ROAD, NEW DELHI - 110001, INDIA	25.00
41.	90280845	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	10.00
42.	90277817	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	15.00
43.	90280768	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	7.56
44.	90280728	SYNDICATE BANK CORPORATE FINANCE BRANCH, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI - 110022, INDIA	11.02
45.	90280722	THE JAMMU & KASHMIR BANK LTD. 26/34, PAL MOHAN MANSION, EAST PATEL NAGAR, RAJINDER PLACE, NEW DELHI - 110008, INDIA	21.96
46.	80046862	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001, INDIA	5.00
47.	90275299	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001, INDIA	11.50
48.	90278875	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of India) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	170.56
49.	90276714	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	418.50

ALPS INDUSTRIES LTD.

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, 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, consent of the company be and is hereby also 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 and the enabling provisions in the Memorandum & Articles of Association of the Company, and all other authorities / Courts concerned, to sell/disposed off/transfer the fixed assets consisting of Land & Building located as under and other discarded/ idle assets being Furniture / Fixtures / Plant & Machineries / Other office equipments and scrap at a value as decided by the Assets Sale Committee, as formed in consultation with the majority of secured lenders, after having a valuation of assets by an Independent Valuer, approved under the Companies (Registered Valuers and Valuation) Rules 2017 appointed by the Company or lenders for true & fair valuation of assets of the company, subject to the necessary and subject to such approvals, consents, permissions and/or sanctions as may be required as may be imposed by ARCs/Banks/ any other lenders (secured) /Uttar Pradesh state Industrial Development Corporation (UPSIDC), State Industrial Development Corporation of Uttaranchal Limited(SIDCUL), Pondicherry Industrial Promotion Development and Investment Corporation Limited (PIPDIC), National Company Law Tribunal (NCLT), Securities and Exchange Board of India (SEBI), Stock Exchanges, Labour departments Debt Recovery Tribunal (DRT), High court/district court or any other judicial or quasi judicial or Government authorities/departments as may be applicable:

1. Plot No. 1-A, Sector 10 Integrated Industrial Estate, SIDCUL, Haridwar-249 403, Uttarakhand.
2. A-2 Loni Road Indl. Area, Opp. Mohan Nagar, Ghaziabad-201 007 (U.P.)
3. A-3 Loni Road Indl. Area, Opp. Mohan Nagar, Ghaziabad-201 007 (U.P.)
4. B-160-161, Industrial Estate, Mettupalayam, Puducherry – 605 009.
5. 57/2 Site IV Industrial Area, Sahibabad, Ghaziabad 201010 (U.P.)
6. 58/1 Site IV Industrial Area, Sahibabad, Ghaziabad 201010 (U.P.).
7. B-2 Loni Road Indl. Area, Opp. Mohan Nagar, Ghaziabad-201 007 (U.P.)

“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/ to sell, dispose off , transfer fixed Assets of the Company 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.**

Place : Ghaziabad
Date : May 30, 2018
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 Item No. 3 to 5 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 Director's 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, August 8, 2018 to Thursday August 9, 2018 (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. The Statement containing the salient features of the balance sheet, the statement of profit and loss, cash flow statement and Auditors' Report on the Abridged Financial Statement, is sent to the members, along with the Abridged Consolidated Financial Statement. Any member interested in obtaining a copy of the full Annual Report, may write to the Company or the Registrar and Transfer Agent of the Company.
9. In Terms of the Section 108 of The Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of 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 Saturday, August 25, 2018 will be eligible for voting rights either by e-voting or physically at the Annual General Meeting.
10. As no dividend have been declared since the financial year ended on 31st March 2008, there are no unpaid/unclaimed dividend needs to be transferred to the Investors Education and Protection Fund.
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 jk singla@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

ALPS INDUSTRIES LTD.

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.

13. **Re-appointment of Directors:** At the forthcoming Annual General Meeting, Mr. K.K. Agarwal (DIN. No. 00139252) Non-Independent Director & Promoter Director, by Rotation and being eligible, offers himself, for reappointment.
14. 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.
15. The members are requested to bring the copy of photo ID Proof like Driving License, Voter ID, Aadhar Card 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.
16. 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.
17. As per the requirement of Regulation 39(4) and Chapter IV of the SEBI (Listing Obligations and 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.
18. 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.
19. 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.
20. 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 Annexure 1.
21. As the aforesaid item 5 is also covered under Section 110 and the Companies Management & Administration) Rules, 2014 and any other provisions of the Companies Act, 2013 subject to any amendment with respect to requirements, as may be notified from time to time. It is proposed to be passed by postal ballot also. The necessary postal ballot slip is enclosed along with the Notice. The duly filled postal ballot must reach to the registered office of the company not later than Tuesday August 28 2018 to be considered. If any vote received after the due date will be invalid. Mr. Rajiv Khosla of M/s. RAJIV KHOSLA & ASSOCIATES, Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the Postal ballot process in a fair and transparent manner and to submit the report on due date.
22. 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.

23. 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. 3 to 5 of the accompanying Notice is as under:

ITEM NO. 3

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 2018-19, the company will be covered under the cost audit. Further in terms of the Powers conferred by Section 148 of the Companies Act, 2013, company shall get 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. Gaurav Gupta & Associates, Cost Accountants, Ghaziabad, (Firm Regn. No. 104132) for the financial year 2018-2019. 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. Gaurav Gupta & Associates Cost Accountants, Ghaziabad, (Firm Regn. No. 104132), as recommended by the Audit committee and further appointed by the Board of Directors at their meeting held on May 30, 2018 to hold office from the from April 1, 2018 to March 31, 2019 on remuneration of Rs. 50,000 per annum plus GST 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. 3 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.

ITEM NO. 4

In terms of the powers accorded at the Annual General Meeting held on December 11, 2009 and further on September 30, 2011, the Articles of Association of the Company, and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Corporate Debt Restructuring scheme (CDR) of the company as approved by Corporate Debt Restructuring Cell on August 31, 2009 conveyed to the company vide LOA dated November 9, 2009 and Re-worked of Corporate Debt Restructuring scheme (CDR) as approved by the concerned authorities on March 31, 2011 and conveyed to the company vide LOA dated May 4, 2011, the company has allotted the 267,929,059 preference shares of Rs. 10.00 each in favour of lenders of the company. In term of the approved Re-working of Corporate Debt Restructuring scheme dated may 4, 2011, the redemption period has been approved from 9th and 10th year to 11th to 16th year from the original cut off date i.e. January 31, 2009 in the case the fund flow of the company does not permit. Since the company is not in a position to redeem the preference shares which are falling due w.e.f. 30.01.2019 due to non availability of sufficient funds for the purpose, hence, accordingly now the due date of redemption has been proposed to be extended from January 31, 2019 to January 30, 2025. The necessary approval pursuant to section 42 and 55 and other applicable provisions of the Companies Act, 2013, Companies(prospectus and Allotment of Securities) Rules, 2014 has been sought from the members of the company at the ensuing Annual General Meeting for extension of redemption period of all 6 % & 1 % preference shares to

ALPS INDUSTRIES LTD.

January 30, 2025 at the same terms & conditions thereof subject to approval of all concerned authorities.

In view of the present financial position of the company, it is proposed to extend the terms of redemption as per following terms of Re-work of CDR vide LOA dated May 4 2011:

“Extension of the period of redemption from 9th and 10th year to 11th to 16 year from the original cut off date i.e. August 31 2009 of the 267,929,059 preference shares of Rs. 10.00 each in terms of the below mentioned provision of the re-work of CDR dated 4 May 2011:

Related to CRPS allotted under category A & B in favour of Secured & Unsecured Term Loans Lenders:

**In case the cash flow does not permit redemption of these CRPS, the company will issue fresh CRPS, carrying dividend @ 6% p.a.*

and redeemable in 11th to 16th years, to the holders of original CRPS as a consideration for redemption of original CRPS or redeem the CRPS consideration from the promoters infusion of funds.

Related to CRPS allotted under category C & D in favour of Unpaid & MTM Derivative Losses:

**In case the cash flow does not permit redemption of these CRPS, the company will issue fresh CRPS, carrying dividend @ 1% p.a. and redeemable in 11th to 16th years, to the holders of original CRPS as a consideration for redemption of original CRPS or redeem the CRPS consideration from the promoters infusion of funds.*

The above extension of redemption period is subject to necessary directions/exemptions issued by the National Company Law Tribunal (NCLT), such approvals, consents, permissions and/or sanctions as may be required from the Securities and Exchange Board of India (SEBI),

Sl. No.	Name of the Allottees / holders of 6% & 1% Cumulative Redeemable Preference Shares	6% CRPS (Lenders of Secured Term Loans) - Category - AISIN ISIN INE093B04035 /NSDL	6% CRPS (Lenders of Unsecured Term Loans) - Category - BISIN INE093B04043 /NSDL	1% CRPS (Unpaid Derivative Losses) - Category - CISIN INE093B04019 /NSDL	1% CRPS (MTM Derivative Losses) - Category - DISIN INE093B04027 /NSDL	Total of Allotted Preference Shares
1.	Edelweiss Asset Reconstruction Company Ltd.	50041950	3,960,904	11,440,240	26,944,509	92,387,603
2.	State Bank of India	40129070	6,601,506	–	–	46,730,576
3.	Punjab National Bank	14357330	13,203,013	–	–	27,560,343
4.	Syndicate Bank	7416190	–	–	–	7,416,190
5.	The Jammu & Kashmir Bank Ltd.	6194500	–	–	–	6,194,500
6.	UCO Bank	6813950	–	–	–	6,813,950
7.	Export Import Bank of India	3534800	–	–	–	3,534,800
8.	ICICI Bank Limited	–	2,112,482	–	9,816,345	11,928,827
9.	HDFC Bank Limited	–	1,056,241	2,462,350	13,019,737	16,538,328
10.	Alps Processors Private Limited (Now known as Narad Fabric Pvt. Ltd.)	–	–	1,309,525	34,439,893	35,749,418
11.	IDBI Bank Limited	1413076	–	–	–	1,413,076
12.	Development Credit Bank Ltd. (Held in Physical Form)	–	–	11,661,448	–	11,661,448
	TOTAL	129900866	26,934,146	26,873,563	84,220,484	267,929,059

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Banks/Financial Institutions/ARCs or any other lenders (secured or unsecured) or claimant under unpaid derivative losses and MTM derivative losses or Foreign Exchange losses, Reserve Bank of India, and from any other government/appropriate authorities/institutions of bodies, as may be applicable. The details of present holding are as under :

(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 extension of terms of redemption, except to the extent of their shareholdings in their individual capacity if any.

ITEM NO. 5

(Company have availed the Credit facilities within the overall limits under section 180(1)(c) of the Companies Act, 2013. Due to change in the lenders in record registrar of companies, the fresh approval from the members of the company by way of Special Resolution is required. Hence the

SL. 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, INDIA	2.69
2.	10248533	ICICI BANK LIMITED NBCC PLACE, BHISHMA PITAMAH MARG, PRAGATI VIHAR, NEW DELHI - 110003, INDIA	5.376
3.	10251334	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001, INDIA	0.43
4.	10247812	STANDARD CHARTERED BANK CREDIT RISK CONTROL, H-2, CONNAUGHT CIRCUS, NEW DELHI - 110001, INDIA	1.45
5.	10254614	SYDICATE BANK CORPORATE FINANCE BRANCH, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI- 110022, INDIA	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, INDIA	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, INDIA	5.29

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
10.	10137794	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab national Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	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, INDIA	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, INDIA	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, INDIA	19.64
14.	10125150	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab National Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	20.00
15.	10115855	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank ff Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA,, MUMBAI, MAHARASHTRA - 400098, INDIA	18.34
16.	10112098	3I INFOTECH TRUSTEESHIP SERVICES LIMITED 3RD TO 6TH FLOOR, INTERNATIONAL INFOTECH PARK, TOWER NO. 5, VASHI RAILWAY STATION COMPLEX, VASHI, NAVI MUMBAI, MAHARASHTRA - 400703, INDIA	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, INDIA	25.00
18.	10091892	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI, DELHI -110001, INDIA	10.00
19.	10083704	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Hyderabad) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	33.00
20.	10080409	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - UCO Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD,, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	24.16

ALPS INDUSTRIES LTD.

(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
21.	10076828	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - The Hongkong and Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	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, INDIA	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, INDIA	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, INDIA	12.58
25.	10039657	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - UCO Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	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, INDIA	7.56
27.	10031838	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Hyderabad) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	42.136
28.	10028229	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab National Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	75.00
29.	10026022	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of India) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	39.92
30.	10025618	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Mysore) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	60.19
31.	10016390	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	35.82

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(Rs. in crores)

SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
32.	10018728	KOTAK MAHINDRA BANK LIMITED 36-38A, NARIMAN BHAVAN, 227-D, NARIMAN POINT, MUMBAI, MAHARASHTRA - 400021, INDIA	5.00
33.	80039195	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - The Hongkong & Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	14.00
34.	80039279	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -The Hongkong & Shanghai Banking Corporation Limited) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	14.00
35.	80016666	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab National Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	23.00
36.	80016662	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - Punjab National Bank) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	33.51
37.	80035288	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	40.00
38.	90281031	SYNDICATE BANK, CORPORATE FINANCE BRANCH DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI - 110022, INDIA	7.08
39.	80022064	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23, BARAKHAMBA ROAD, NEW DELHI - 110001, INDIA	25.00
40.	80022066	STANDARD CHARTERED BANK CREDIT RISK CONTROL, NARAIN MANZIL, 23 BARAKHAMBA ROAD, NEW DELHI - 110001, INDIA	25.00
41.	90280845	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	10.00
42.	90277817	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	15.00

ALPS INDUSTRIES LTD.

			(Rs. in crores)
SL. NO.	CHARGE ID NO.	NAME & ADDRESS OF BANK/ARC	CHARGE AMOUNT FOR CREDIT FACILITIES EXTENDED
43.	90280768	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of Patiala) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	7.56
44.	90280728	SYNDICATE BANK CORPORATE FINANCE BRANCH, DELHI TAMIL SANGAM BUILDING, R.K. PURAM, SECTOR-V, NEW DELHI - 110022, INDIA	11.02
45.	90280722	THE JAMMU & KASHMIR BANK LTD. 26/34, PAL MOHAN MANSION, EAST PATEL NAGAR, RAJINDER PLACE, NEW DELHI - 110008, INDIA	21.96
46.	80046862	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001, INDIA	5.00
47.	90275299	IDBI BANK LIMITED INDIAN RED CROSS SOCIETY BUILDING, 1, RED CROSS ROAD, NEW DELHI - 110001, INDIA	11.50
48.	90278875	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor - State Bank of India) EDELWEISS HOUSE, OFF. C.S.T. ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	170.56
49.	90276714	EDELWEISS ASSET RECONSTRUCTION COMPANY LIMITED (Assignor -State Bank of India) EDELWEISS HOUSE, OFF. C.S.T ROAD, KALINA, MUMBAI, MAHARASHTRA - 400098, INDIA	418.50

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)

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 any judicial/ quasi judicial or government authorities at any point of time.

Further 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. As the company is facing financial crunch and cash flow problems since long time hence unable to pay its lenders. Company is in conversation with its secured/unsecured lenders for settlement of its

ALPS INDUSTRIES LTD.

dues and as per the proposed settlement conversation undergoing with its secured lenders, the company understands that it has to pay substantial amount to its secured lenders in the current year & following years. Lenders showed their interest to give their NOC for sale of the idle fixed assets of the company for the purpose of repayment to them against the proposed settlement and part finance the required working capital to run the operation of the company. Accordingly, it is proposed the sell /disposed off /transfer some of the assets of the company subject to due permission of the respective authorities and subject to the conditions as mentioned in the proposed resolution:

1. Plot No. 1-A, Sector 10 Integrated Industrial Estate, SIDCUL, Haridwar-249 403, Uttarakhand.
2. A-2 Loni Road Indl. Area, Opp. Mohan Nagar, Ghaziabad-201 007 (Uttar Pradesh)
3. A-3 Loni Road Indl. Area, Opp. Mohan Nagar, Ghaziabad-201 007 (Uttar Pradesh)
4. B-160-161, Industrial Estate, Mettupalayam, Puducherry-605 009.
5. 57/2 Site IV Industrial Area, Sahibabad, Ghaziabad 201010 (U.P.)
6. 58/1 Site IV Industrial Area, Sahibabad, Ghaziabad 201010 (U.P.)
7. B-2 Loni Road Indl. Area, Opp. Mohan Nagar, Ghaziabad-201 007 (Uttar Pradesh)

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 subject to any amendment with respect to requirements, as may be notified from time to time 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.

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

AJAY GUPTA
(COMPANY SECRETARY &
GM-LEGAL)

Place : Ghaziabad

Date : May 30, 2018

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

ALPS INDUSTRIES LTD.

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 (Listing Obligations Disclosure and Requirements) Regulations, 2015, 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) 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 results shall be declared on or after the AGM of the company. The results declared alongwith the scrutinizer's Report shall be placed on the company's website www.alpsindustries.com on the website of CDSL e-voting 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 Tuesday August 28, 2018 at 10:00 A.M. and ends on Thursday, August 30, 2018 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. Saturday August 25, 2018 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/Members.
- (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.

For Members holding shares in Demat Form and Physical Form	
PAN*	<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).

ALPS INDUSTRIES LTD.

- (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 of **Alps Industries Limited** - 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 mobile app m- voting available for android based mobiles. The m-voting App can be downloaded from Google play store, Apple and Windows phone users can download the App from the App Store and the Windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) If a demat account holder has forgotten the changed 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 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.
- (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 LTD.

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 – 46th ANNUAL GENERAL MEETING - 31st AUGUST, 2018

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 **46th Annual General Meeting** of the Company held on Friday, 31st August, 2018 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 / Aadhar Card or PAN Card for Verification / Identification or any other valid proof of identity and copy of Board resolution / POA in case of authorized representatives of Body Corporate / Banks / ARCs.
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 obligation & disclosures requirements) Regulations, 2015, it is to inform that the holder may vote either For or 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]

CIN : L51109UP1972PLC003544
Name of the company : ALPS INDUSTRIES LIMITED
Registered office : 57/2 Site IV, Industrial Area, Sahibabad
Ghaziabad -201010 (U.P.)

Name of the member (s):

Registered address :

Email Id:

Folio No./Client Id:

DP ID:

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

(i) Name: Address:
..... E-mail Id:.....Signature:....., or failing him

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

ii) Name: Address:
..... E-mail Id:.....Signature:....., or failing him

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

iii) Name: Address:
..... E-mail Id:.....Signature:....., or failing him

..... E-mail Id:.....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 46th Annual general meeting of the company, to be held on Friday, August 31, 2018 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:

Signed this 31st August, 2018.

Signature of shareholder

Affix Revenue stamp
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 a proxy. However, such person shall not act as proxy for any other shareholders.

ALPS INDUSTRIES LTD.

FORM MGT -12 BALLOT PAPER FOR VOTING

DP ID:-

Client ID:-

Folio No.

No. of Shares

S.No.	Resolution	In Favor	Not in favor
1.	To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31st March 2018, 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 appointment a director in place of Mr. K.K. Agarwal (DIN. No. 00139252) Non-Independent and Promoter Director by Rotation and being eligible, offers himself, for reappointment. (Ordinary Resolution)		
3.	To reappoint M/s. Gaurav Gupta & Associates, Cost Accountants, Delhi, (Firm Regn. No.104132) as Cost Auditors for the year ended on March 31, 2019. (Special Resolution)		
4.	To approve the extension of CRPS from 11th to 16th year from the original cut off date i.e. January 31, 2009.		
5.	To approve the borrowing of the company and sale of Idle Fixed Assets under section 180 (1)(a) of the Companies Act 2013. (Special Resolution)		

Signed this 31st August, 2018.

Signature of shareholder

Signature of Proxy holder(s)

ALPS INDUSTRIES LIMITED

Registered Office: 57/2, Site IV, Industrial Area,
Sahibabad, Ghaziabad-201010 (U.P.)
CIN No. :- L51109UP1972PLC003544

I hereby tender my vote at the Annual General Meeting of the Company held on, Friday, 31st August, 2018 at 10:00 A.M. at the Registered & 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. _____

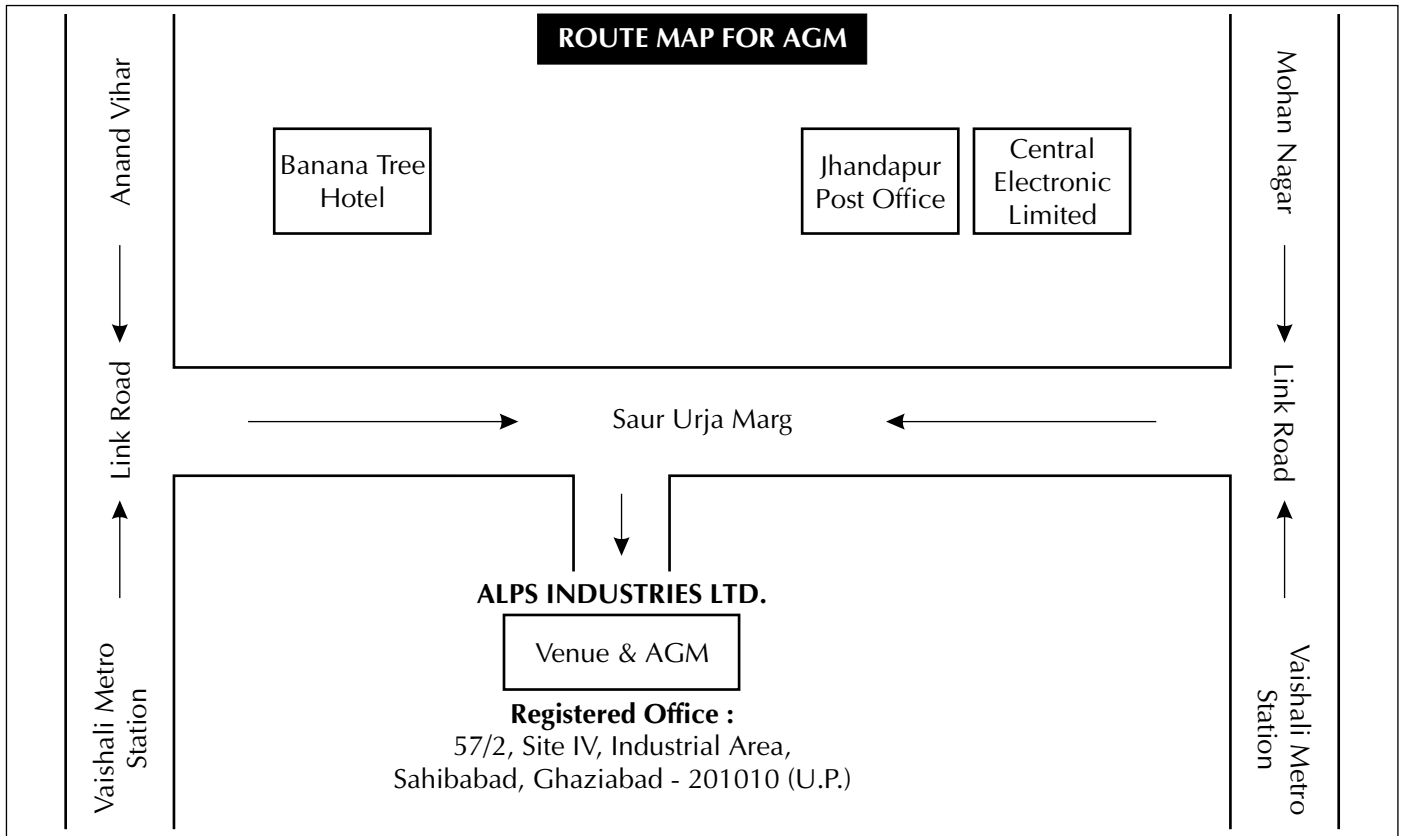
POSTAL BALLOT FORM

1. Name of the Shareholder/
Proxy holder : _____
2. Folio No./Client I.D. No.
& No. of Shares held : _____
3. Voted for the
Resolution No. 5 : _____
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