

## NOTICE

Notice is hereby given that the Thirty Ninth Annual General Meeting of the Members of **Alps Industries Limited** will be held on Friday, 30th September, 2011 at 10:00 A.M. at the Corporate Office of the company situated at 57/2, Site IV, Sahibabad Industrial Area, Ghaziabad (U.P.) to transact the following business :

### ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31<sup>st</sup> March 2011, Profit and Loss Account for the period ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prabhat Krishna (DIN No. 02569624), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting 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. P. Jain & Co., Chartered Accountants, Ghaziabad, (Firm Registration No. 000711C) be and are hereby appointed as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company on such remuneration as shall be fixed by the Board of Directors.”

### SPECIAL BUSINESS:

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 80, 81, 81 (1A) and other applicable provisions, if any, of the Companies Act, 1956, and under the Provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, the Articles of Association of the Company, and the listing agreement entered into by the company with the Stock Exchanges, where Shares of the Company are listed, Re-worked of Corporate Debt Restructuring scheme (CDR) of the company 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 Board for Industrial & Financial Reconstruction (BIFR) in terms of the Rehabilitation Scheme as may be approved by BIFR, 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 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) and is hereby authorized and empowered and they shall always be deemed to have been so authorized and empowered on behalf of the Company, in terms of the approved Re-worked Corporate Debt Restructuring(CDR) Scheme, to create, offer, issue and allot as specified below at a price to be decided in accordance with chapter VII of Securities Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulation, 2009, and as amended from time to time, based on the relevant date i.e. March 31, 2011, the minimum price comes to ₹ 6.69 per equity shares, which is the date of approval of Re-work Corporate Debt Restructuring (CDR) Scheme by concerned authorities/banks or as may be directed by BIFR in terms of the Rehabilitation Scheme of the company, with respect to OCCPS/CRPS issued on preferential basis only or equity shares which may arise on conversion of OCCPS into equity shares, to all or any one or more combinations of members/ shareholders, promoters or their relatives & associates, Directors, Body Corporate, Independent Entities, (including Non-resident Indians, Foreign Nationals and FIIs) or any other categories of persons, bankers, institutions, any other lenders (secured or unsecured) or claimant under unpaid derivative losses and MTM derivative losses or Foreign Exchange losses, authorities or otherwise, whether or not such investors are members of the Company, in such manner and in such number as deemed fit by the Board in consultation with the concerned authorities and on such terms and conditions including as to mode of payment, security, rate of interest, conversion and other matters, rights and privileges as may be decided by the Board in its absolute discretion in

consultation with the lenders/claimant bankers and in the best interest of the Company at the time of such offer, issue or allotment, on such terms as permitted by law and as deemed appropriate by the Board, on preferential basis, to the following bankers / lenders :

Sr. No.	Name of the allottee	Category	Nature of Instruments (face value of ₹ 10/- each)		
			*6% OCCPS (Lenders of Unsecured Term Loan) Under Category - 'B'	#1% CRPS (MTM Derivative Losses) Under Category - 'D'	Total
1	State Bank of Mysore	Public - Banks/Financial Institution	6,740,000	-	6,740,000
2	State Bank of Hyderabad	Public - Banks/Financial Institution	4,050,000	-	4,050,000
3	Punjab National Bank	Public - Banks/Financial Institution	13,490,000	-	13,490,000
4	ICICI Bank Limited	Public - Banks/Financial Institution	2,160,000	-	2,160,000
5	HDFC Bank Limited	Public - Banks/Financial Institution	1,080,000	-	1,080,000
6	Standard Chartered Bank	Public - Banks/Financial Institution	-	2,710,000	2,710,000
7	Yes Bank Limited	Public - Banks/Financial Institution	-	24,240,000	24,240,000
	<b>TOTAL</b>		<b>27,520,000</b>	<b>26,950,000</b>	<b>54,470,000</b>

\* Optionally Convertible Cumulative Preference Shares (OCCPS)

# Cumulative Redeemable Preference Shares (CRPS)

**“RESOLVED FURTHER THAT** the terms and conditions with regard to pricing, timing, conversion terms, and any other conditions as may be imposed by the Board for Industrial & Financial Reconstruction (BIFR) in terms of the Rehabilitation Scheme, will also apply for the allotment and conversion of OCCPS into equity shares at any point of time.

**“RESOLVED FURTHER THAT** the Equity Shares which may arise consequent on the conversion of OCCPS, shall rank pari-passu with the existing Equity shares of the company in all respect including the right of dividend in compliance with the Depository Act, 1996.

**“RESOLVED FURTHER THAT** the Quasi-Equity Instruments i.e. 6% Optionally Convertible Cumulative Preference Shares (OCCPS), 6% Cumulative Redeemable Preference Shares (CRPS) and 1% Cumulative Redeemable Preference Shares

(CRPS) to be issued on face value of ₹ 10/- in terms of the Re-worked of Corporate Debt Restructuring (CDR) Scheme & BIFR as approved by the concerned authorities will be subject to the following major terms and conditions or any other conditions, which may be specified by the authorities including the nature, size, price, conversion terms or any other relevant conditions without further reference to the shareholders, subject to the approval of the Board of Directors or any committee constituted by the Board in this regard and further subject to the approval from SEBI, Stock Exchange, Reserve Bank of India or any other Government authorities or stock market regulator as may be required from time to time. :

**General terms and conditions of 6% Optionally Convertible Cumulative Preference Shares (OCCPS) or Cumulative Redeemable Preference Shares (CRPS) under category 'A' of the Re-worked CDR scheme representing the creditors against secured loans.**

### **Optionally Convertible Cumulative Preference Shares (OCCPS)**

- This option to convert into equity will have to be exercised by the lenders, within 18 months from the date of issue of instruments. If option of conversion into equity is not exercised within 18 months it will be treated as CRPS and will be paid off/redeem in the 9th & 10th year from the original cut off date i.e. 31.01.2009.
- In case there Cash Flows 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 from the promoters' infusion of funds.
- If the lender opts for OCCPS, the same would have to be issued within 24 months from the date of implementation of the first CDR package i.e. 25.11.2011 or as may be extended by CDR EG.
- The principal value of the instruments would be principal amount plus 9% simple interest (in the form of dividend) from the Original cut off date to the date of issue if the interest is not paid in cash on or before the date of issue.
- OCCPS to carry dividend @6% per annum.
- In case any lenders opts for conversion into equity, the stipulation regarding financials pertaining to paid-up capital shall be changed accordingly or a condition be stipulated that OCCPS shall not be converted into equity. Such equity shall be issued/ converted within 12 months from the closing of the year in which the request for conversion is made to the company.
- Lock in period of one year for equity converted out of OCCPS.
- Any other conditions/exemption/direction as may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.
- All other terms and conditions as may be presently or as amended from time to time.

### **Cumulative Redeemable Preference Shares (CRPS)**

- If the above option has not been exercised by the lenders, then CRPS will be issued to the lenders redeemable in 9th & 10th year from the original cut of date i.e. 31.01.2009. In case the cash flows 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 from the promoters' infusion of funds.
- If the lender opts for CRPS, the same would have to be issued within 24 months from the date of implementation of the first CDR package i.e. 25.11.2011 or within 12 months from the date all the instruments holders exercised their option, whichever is earlier or as may be extended by CDR EG.
- The principal value of the instruments would be principal amount plus 9% simple interest (in the form of dividend) from the Original cut off date i.e. 31.01.2009 to the date of issue if the interest is not paid in cash on or before the date of issue.
- CRPS to carry dividend @6% per annum.
- Subject to availability of funds, the instruments (OCCPS or CRPS) would have preference over other instruments in discounted redemption as per scheme decided over any other instruments, in terms of the Re-worked CDR scheme.
- Any other conditions/exemption/direction as may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.
- All other terms and conditions as may be presently or as amended from time to time.

**Terms and conditions for issuance of 2,75,20,000 @ ₹ 10/- Aggregating to Rs. 27,52,00,000, 6% Optionally Convertible Cumulative Preference Shares (OCCPS) under category B of the CDR scheme representing the creditors against Lenders of Unsecured Term Loans.**

- The lenders of unsecured loans shall also have the option to take either OCCPS or CRPS. The Basic

features of these instruments shall be the same as is applicable to secured lenders under Instruments "A" as mentioned above. Subject to availability of funds, the instrument (OCCPS or CRPS) would have preference over other instruments (except instruments Under Category A) in discounted redemption as per the scheme mentioned under the Re-worked CDR package or as may be amended from time to time, over any other instrument.

- Any other conditions/exemption/direction as may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.
- All other terms and conditions as may be presently or as amended from time to time.

### **General Terms and conditions of 1% Cumulative Redeemable Preference Shares (CRPS) under category C of the CDR scheme representing the creditors against Unpaid Derivative Losses.**

- The 1% CRPS would be issued to the lenders which shall be redeemed in 9th & 10th year after the original cut of date i.e. 31.01.2009. In case the cash flows 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 from the promoters' infusion of funds.
- The instrument would be issued within 12 months from the date of implementation of the first CDR package.
- The principal value of the instrument would be the crystallized amount plus 1% simple interest (in the form of dividend) from the date to crystallization or the cut off date, whichever is later.
- Subject to availability of funds, the instrument (CRPS) would have preference over other instruments (except instruments under category A & B) in discounted redemption as per the scheme mentioned under the Re-worked CDR package or as may be amended from time to time, over any other instrument.
- Any other conditions/exemption/direction as

may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.

- All other terms and conditions as may be presently or as amended from time to time.

### **Term and conditions for issuance of 2,69,50,000 @ ₹ 10/- Aggregating to Rs. 26,95,00,000, 1% Cumulative Redeemable Preference Shares (CRPS) under category D of the CDR scheme representing the creditors against MTM derivative losses.**

- The 1% CRPS would be issued to the lenders which shall be redeemed in 9th & 10th year after the original cut of date i.e. 31.01.2009. In case the cash flows 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 from the promoters' infusion of funds.
- The instrument would be issued within 12 months from the closing of the year in which MTM Liability is crystallized.
- The principal value of the instrument would be the crystallized amount plus 1% simple interest (in the form of dividend) from the date to crystallization or the cut off date, whichever is later.
- Subject to availability of funds, the instrument (CRPS) would have preference over other instruments (except instruments under category A & B but at par with instrument C) in discounted redemption as per the scheme mentioned under the Re-worked CDR package as may be amended from time to time, over any other instrument.
- Any other conditions/exemption/direction as may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.
- All other terms and conditions as may be presently or as amended from time to time.

### **Other General Terms and conditions applicable to both Quasi-Equity Instruments i.e. OCCPS and CRPS.**

- Subject to availability of funds, the instrument (OCCPS & CRPS) would have preference over other instruments in discounted redemption as per

scheme decided hereinabove over any other instruments.

- The owners of the instruments may exercise option for full and final settlement of the full value of any of the instruments at a discount not below the percentage mentioned in each year. The company shall (with the approval of their Board of Directors and the CDR Monitoring Committee) within 45 days from the close of the financial year ending March of each year seek option for settlement from each instrument holder for a total specified amount (to vary based upon previous years' performance). Settlement shall be made based on the discount quoted. The instrument holder offering higher discount (in closed envelop offer) would get preference over the others, and so on. The minimum discount slab is as under:

Year ending 31/03	2013	2014	2015	2016	2017	2018
Minimum discount	75%	60%	50%	40%	30%	20%

This option would be available, at par, to all the instrument holder i.e. A, B, C and D subject to preferential (A, B, C and D) treatment if discount offered is identical.

- Any other conditions/exemption/direction as may be imposed by BIFR in the Rehabilitation Scheme as may be approved by the BIFR.
- All other terms and conditions as may be presently or as amended from time to time.

**“RESOLVED FURTHER THAT** subject to SEBI guidelines, Re-worked CDR Scheme of the company as approved and amended from time to time by the concerned authorities, and other applicable laws, BIFR under Rehabilitation Scheme, the Board, or any committee thereof as constituted by them, be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Quasi-Equity Instruments i.e. 6% Optionally Convertible Cumulative Preference Shares (OCCPS), 6% Cumulative Redeemable Preference Shares (CRPS) and 1% Cumulative Redeemable Preference Shares (CRPS), and to vary, modify or alter any of the terms and conditions, including size/conversion price of

the issue, as it may deem expedient.”

**“RESOLVED FURTHER THAT** the amendment as approved by CDR EG in the Re-worked CDR scheme on March 31, 2011 and conveyed to the company vide LOA dated May 4, 2011, and further vide their letter reference no. CDR (JCP) No. 1967/2011-12 dated July 1, 2011, approving inter-alia the gist of amendments as under be and is here by also approved and adopted:

- The proposal for extension of time up to 25-11-2011 for issuance of OCCPS to the lenders as per approved Rework package stands approved.
- The proposal to consider the date for bringing in the Promoters' contribution as 30-4-2011 instead of 31-3-2011, stands approved.
- The proposal to consider the date of option for conversion of OCCPS into equity as '18 months from the date of issue of instrument' instead of 'within 18 month from the date of implementation of CDR package', stands approved.

**“RESOLVED FURTHER THAT** the Quasi-Equity Instruments i.e. 6% Optionally Convertible Cumulative Preference Shares (OCCPS), 6% Cumulative Redeemable Preference Shares (CRPS) and 1% Cumulative Redeemable Preference Shares (CRPS) issued on preferential basis and allotted as aforesaid, shall be subject to the Memorandum and Articles of Association of the Company and Equity Shares consequent on conversion of quasi equity instruments to equity shall rank pari passu in all respects with the existing equity Shares of the Company and Quasi-Equity Instruments i.e. 6% Optionally Convertible Cumulative Preference Shares (OCCPS), 6% Cumulative Redeemable Preference Shares (CRPS) and 1% Cumulative Redeemable Preference Shares (CRPS) shall be eligible of the rights of dividend over equity shareholder, as per the terms of Re-worked CDR scheme.”

**“RESOLVED FURTHER THAT** the Board or a duly authorized committee thereof shall be authorized to issue/allot in terms of Section 80, 81, 81(1A) and any other applicable provisions of the Companies Act,

**“RESOLVED FURTHER THAT** the Board or a duly authorized committee thereof be and is hereby authorized in terms of the CDR Scheme and as approved by the authorities to lock-in provision of the shares consequent on the conversion of OCCPS issued or to be issued from time to time as per the requirement of the concerned authorities, in favour of any Lenders/Body Corporates/trustees/ government or semi government or private organizations as may be thought expedient by the Board for the purpose of implementing the Re-worked of CDR package.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to all or any of the foregoing, the Board or a duly authorized committee thereof be and is hereby authorized in its absolute discretion as it deems fit, inter alia, and from time to time to finalize the Letter of Offer, Application form(s) etc., the price of Securities and to make or carry out any alterations or modifications to the above and to accept and give effect to such alterations or modifications, as regards the terms and conditions of the issue as suggested or recommended by any of the concerned authorities, Re-worked of CDR Scheme of the company or as may be deemed to be expedient and in the best interests of the company suo moto or based on advice of capital markets intermediaries /agency(ies) without requiring to revert to the members of the company and to do all such acts, deeds, matters and things as they may in their absolute discretion, consider necessary, expedient usual or proper or settle any question or remove any difficulty or doubt that may arise with regard to the terms and conditions of the issue including utilization of the proceeds of the issue within the framework of the Re-worked CDR Scheme of the company and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient to implement the scheme and that all or any other powers conferred on the Board vide this Resolution may be exercised by the Board or such Committee(s) thereof as the Board may constitute in this behalf.”

**“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 Re-worked 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% Optionally Convertible Cumulative Preference Shares (OCCPS), 6% Cumulative Redeemable Preference Shares (CRPS) and 1% Cumulative Redeemable Preference Shares (CRPS) as per the terms and conditions mentioned above, including the interchanging of quantum of instruments, number as well as value, 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 amendments as approved from time to time in the CDR scheme sanctioned on August 31, 2009 and intimated to all the lenders by the CDR Cell, vide letter dated September 11, 2009, as per the gist of details mentioned below be and is hereby adopted and accepted in its entirety including the other letter reference nos. CDR (JCP) No. 2520/2010-11, dated July 30, 2010, CDR (JCP) No. 4744/2010-11, dated November 19, 2010 & CDR (JCP) No. 7624/2010-11, dated February 22, 2011.

Sl. No.	Nature of Amendments	Letter Reference No.	Letter Dated									
1.	In continuation of CDR EG approval dated September 11, 2011, the committee has advice clarification/modification in respect of issuance of quasi equity instruments 'D' (MTM derivative losses) and the redemption of CRPS under all the instruments i.e. A, B, C and D as per the following details as approved by CDR EG: <table border="1" style="width: 100%; margin-top: 5px;"> <thead> <tr> <th>Sr. No.</th> <th>Condition as mentioned in CDR LOA dated 11.09.2009</th> <th>Correction / Clarification letter dated 24.11.2009</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>[Page 6 under item (4) Quasi- Equity Instrument "D" (MTM Derivative Losses) of CDR LOA dated September 11, 2009] sub item i) the instrument would be issued within 12 months from the date of implementation of the CDR package.</td> <td>"The instrument would be issued within 12 months from the date of implementation of the CDR package or the date of crystallization whichever is later."</td> </tr> <tr> <td>2</td> <td>The redemption of the CRPS under all the instruments "A", "B", "C" and "D" qualify for redemption in the 11<sup>th</sup> &amp; 12<sup>th</sup> year after COD</td> <td>"The redemption of the CRPS under all the instruments "A", "B", "C" and "D" qualify for redemption in the 9<sup>th</sup> &amp; 10<sup>th</sup> year after COD."</td> </tr> </tbody> </table>	Sr. No.	Condition as mentioned in CDR LOA dated 11.09.2009	Correction / Clarification letter dated 24.11.2009	1	[Page 6 under item (4) Quasi- Equity Instrument "D" (MTM Derivative Losses) of CDR LOA dated September 11, 2009] sub item i) the instrument would be issued within 12 months from the date of implementation of the CDR package.	"The instrument would be issued within 12 months from the date of implementation of the CDR package or the date of crystallization whichever is later."	2	The redemption of the CRPS under all the instruments "A", "B", "C" and "D" qualify for redemption in the 11 <sup>th</sup> & 12 <sup>th</sup> year after COD	"The redemption of the CRPS under all the instruments "A", "B", "C" and "D" qualify for redemption in the 9 <sup>th</sup> & 10 <sup>th</sup> year after COD."	CDR (JCP) No.1051/2009-10 & 1061-2009-10	November 23, 2009 & November 24, 2009
Sr. No.	Condition as mentioned in CDR LOA dated 11.09.2009	Correction / Clarification letter dated 24.11.2009										
1	[Page 6 under item (4) Quasi- Equity Instrument "D" (MTM Derivative Losses) of CDR LOA dated September 11, 2009] sub item i) the instrument would be issued within 12 months from the date of implementation of the CDR package.	"The instrument would be issued within 12 months from the date of implementation of the CDR package or the date of crystallization whichever is later."										
2	The redemption of the CRPS under all the instruments "A", "B", "C" and "D" qualify for redemption in the 11 <sup>th</sup> & 12 <sup>th</sup> year after COD	"The redemption of the CRPS under all the instruments "A", "B", "C" and "D" qualify for redemption in the 9 <sup>th</sup> & 10 <sup>th</sup> year after COD."										
2.	The CDR EG Meeting held on January 22, 2010 where the following decision were taken : <ul style="list-style-type: none"> <li>(i) The CDR lenders should issue NOC to the company to file the scheme of compromise u/s 391 of the companies Act at Allahabad High Court. The Scheme of Compromise should be strictly as per CDR approved Scheme.</li> <li>(ii) SBI, the MI., to make amendment in MRA by replacing the word 'CDR Lenders' with 'CDR Members'</li> </ul>	CDR (JCP) No.1437/2009-10	February 26, 2010									
3.	The CDR Cell has approved the relevant clause (Clause 1 – Quasi Equity – Instrument "A" on page 4 Annexure – I) of LOA dated September 11, 2009 in terms of issuance of OCCPS by reducing the period of option from 60 months to 18 months, from the date of allotment of the instrument.	CDR (JCP) No.1460/2009-10 & 1549/2009-10	March 3, 2010 & March 17, 2010									
4.	The following decision were taken at CDR EG meeting held on 18.11.2010 <ul style="list-style-type: none"> <li>• The proposal to allow extension of time period of six months to the company from 25.11.2010 to 25.05.2011 for issuance of OCCPS to the CDR lenders as per CDR approved package stands approved.</li> </ul>	CDR (JCP) No. 5285 /2010-11	December 6, 2010									

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take necessary steps to implement the aforesaid amendments and approval be and is hereby also accorded for the rectification of any action/steps as might have been already be taken to implement the same and stock exchanges be intimated suitably to take on record the amendments with regard to any approval accorded / to be accorded by them at any point of time.

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

**“RESOLVED THAT,** the consent of the company be and is hereby accorded in terms of Section 293(1)(a), 192A, the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 and any other provisions of the Companies Act, 1956 as amended from time to time, for mortgaging and/ or charging by the Board of

Directors of the company on first, second & third charge basis in favor of financial institutions and/or banks, as may be called for, all the immovable & movable properties of the company, wheresoever situated, present & future and the whole of the Undertaking of the Company except that banks shall have first charge on pari passu basis as agreed between the lender and the company on movable stocks, current assets whether receivable loans and advances, actionable claims owned by the company, to or in favor of the following financial institutions and banks for the financial assistance presently provided by them, detailed as under and any other bank/financial institutions for financial assistance to be provided by them in future:

(₹ In Crores)

Sr. No.	Name of Bank	Amount to be secured by the charge
<b>A.</b>	<b>ON FIRST CHARGE BASIS: FOR THE TERM LOANS/CORPORATE LOANS/ FITL/ WCTL/ STL</b>	
<b>1</b>	<b>IDBI Bank Ltd. of its:</b> Rupee Term Loan (TUFS) of Rupee Term Loan (Non TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	 2.48 2.37 0.43 <b>5.28</b>
<b>2</b>	<b>State Bank of India of its:</b> Term Loan - 1 (TUFS) of Term Loan - 2 (TUFS) of Term Loan - 3 (TUFS) of Term Loan / Corporate Loan - 1 (Non TUFS) of Term Loan / Corporate Loan - 2 (Non TUFS) of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) (TUFS) of Funded Interest Term Loan (FITL) (Non TUFS) of <b>Total</b>	 22.76 23.94 16.00 12.80 16.00 58.42 5.60 19.28 <b>174.80</b>
<b>3</b>	<b>State Bank of Indore (Now part of SBI) of its :</b> Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	 39.92 3.60 <b>43.52</b>
<b>4</b>	<b>Syndicate Bank of its :</b> Rupee Term Loan (TUFS) of Rupee Term Loan (TUFS) of Rupee Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	 14.68 5.64 3.81 2.17 <b>26.30</b>
<b>5</b>	<b>The Jammu &amp; Kashmir Bank Ltd. of its :</b> Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	 20.15 1.80 <b>21.95</b>
<b>6</b>	<b>Punjab National Bank of its :</b> Term Loan - 1 (TUFS) of Term Loan - 2 (TUFS) of Term Loan (Non TUFS) of Short Term Loan (Non TUFS) of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	 29.78 15.95 1.06 40.00 1.02 8.82 <b>96.63</b>
<b>7</b>	<b>State Bank Of Mysore of its:</b> Term Loan (TUFS) of Term Loan of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	 39.55 20.00 12.21 8.21 <b>79.97</b>
<b>8</b>	<b>State Bank of Patiala of its:</b> Term Loan - I (TUFS) of Term Loan - II (TUFS) of Term Loan - I (Non TUFS) of Term Loan - II (Non TUFS) of Term Loan - III (Non TUFS) of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	 36.80 12.00 2.67 5.34 18.34 5.29 8.82 <b>89.26</b>

9	<b>UCO Bank of its:</b> Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	22.18 1.98 <b>24.16</b>
10	<b>State Bank of Hyderabad of its :</b> Term Loan (TUFS) of Corporate Loan of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	31.46 12.00 6.74 5.63 <b>55.83</b>
11	<b>Export Import Bank of India of its :</b> Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	11.50 1.08 <b>12.58</b>
12	<b>The Hongkong and Shanghai Banking Corporation Ltd. of its :</b> Term Loan of	<b>25.00</b>
13	<b>State Bank of Bikaner &amp; Jaipur of its</b> Term Loan (TUFS) of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	15.92 6.25 2.95 <b>25.12</b>
14	<b>Standard Chartered Bank of its</b> Funded Interest Term Loan (FITL) of	1.45
	<b>Grand Total</b>	<b>681.85</b>

**Second Charge for Working Capital Facilities**

(₹ in Crores)

S. No.	Bank Name	Working Capital Limits
1	State Bank of India	246.50
2	State Bank of Patiala	40.00
3	State Bank of Mysore	37.00
4	State Bank of Hyderabad	33.00
5	State Bank of Bikaner & Jaipur	18.00
6	Standard Chartered Bank	18.00
7	Punjab National Bank	23.00
8	State Bank of Indore (Now part of SBI)	3.00
	<b>TOTAL</b>	<b>418.50</b>

**Third Charge**

(₹ in Crores)

Sr. No.	Name of Bank	Amount to be secured by the charge
1	ICICI Bank Limited of its Term Loan (Non TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	6.40 0.60 <b>7.00</b>
2	HDFC Bank Limited of its Term Loan of Funded Interest Term Loan (FITL) of <b>Total</b>	3.20 0.29 <b>3.49</b>
	<b>Grand Total</b>	<b>10.49</b>

and future loans Sanctioned/lent by the above banks/financial Institutions to the Company or to be sanctioned or lent by institutions/banks subject to the overall limits of ₹ 1500.00 Crores, 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 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."

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

**"RESOLVED THAT** in accordance with the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to the limits specified in Schedule XIII of the said Act, further subject to the approval of the Central Government and the concerned authorities, Mr. P. K. Rajput be and is hereby appointed as Executive Director of the Company for a period of three years w.e.f. July 28, 2012 on the terms and conditions, including remuneration, to the extent of ₹ 90,000/- per month in the scale of ₹ 90,000-₹ 10,000-₹ 120,000, w.e.f. July 28, 2012 annual increment to the maximum limit of ₹ 10,000/- will be as decided by the Remuneration Committee and Board of Directors from time to time, reimbursement of medical expenses upto ₹ 1,250/- per month, Leasehold residential premises on a lease rent of ₹ 16,000/- per month upto the validity of the term of the office with an increase upto the maximum limit of 20% per annum, Leave travel allowance as per rules of the Company, as are set out in the draft Agreement, to be entered into between the Company and Mr. P. K. Rajput including the following perquisites :

- a) Contribution to Provident Fund, to the extent of limit prescribed under the provident fund act from time to time and as per the company policy.
- b) Gratuity as per law/scheme of the company.
- c) Encashment of leave as per the rule of the Company

**"RESOLVED FURTHER THAT** in the event of any relaxation by the Central Government in Guidelines/Ceilings on managerial remuneration and/or perquisites, the Board of Directors be and are hereby authorized to alter and vary the terms and conditions (including salary, commission, perquisites and other allowance) of the said Agreement, so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 as may be agreed to between the Board of Directors and Mr. P. K. Rajput, by suitably amending it to give effect to such modification, relaxation or variation without any further reference to the Company in general meeting.

**"RESOLVED FURTHER THAT** where in any financial year closing on and after July 28, 2012 the Company has no profits or its profits are inadequate, the Company may pay to Mr. P. K. Rajput, the remuneration by way of salary, perquisites and other allowances within the limit specified above, subject to the approval of the Central Government under section II of part II of Schedule XIII of the Companies Act, 1956.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, proper or expedient to give effect to this resolution."

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

**AJAY GUPTA**  
**(COMPANY SECRETARY & GM LEGAL)**  
Place : Ghaziabad  
Date : August 6, 2011

**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, 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 meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed on from Wednesday, September 28, 2011 to Thursday, September 29, 2011 (both days inclusive). The Explanatory Statement setting out the material facts in respect of the business under item No. 4 to 7 are annexed hereto.
3. The transactions at serial no. 6 require consent of shareholders through Postal Ballot in terms of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 as amended from time to time. The votes may be cast by returning Ballot slips after the signatures evidencing the respective choices, available with the Notice. A pre-paid envelope is enclosed. As required under the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, Section 192A of the Companies Act, 1956, the assent or dissent in writing on a Postal Ballot should be sent back to the company so as to reach not later than September 29, 2011 by 5.00 P.M. For the purpose of Postal Ballot, the investors who are the members of the company as on the date of dispatching of the Notice will be considered as having voting rights.
4. It has been noticed that some shareholders have not encashed the dividend warrant(s) so far for financial year ended 31st March 2004 or any subsequent financial years, such shareholders are requested to make their claim to the company in respect of their unclaimed/unpaid dividend before being transferred to Investors Education and Protection Fund. Shareholders are requested to note that no claim shall lie against the said fund or the company in respect of said unclaimed and unpaid dividend, if transferred to the Investors Education and Protection Fund on due dates.
5. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 and circular dated 18/2011 dated 29th April, 2011 has allowed companies to send Annual Report comprising of Balance Sheet, Profit & Loss Account, Director' Report, Auditors' Report and explanatory statement etc., through electronic mode to the registered email ids address of the members. Keeping in view the theme and the circular issued by MCA, the shareholders are requested to update their email and their address to the depositories. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.
6. In terms of the Draft Circular of Ministry of Corporate Affairs (MCA), No Gifts, gifts coupons or any other complimentary items will be distributed at the meeting.
7. The members are requested to bring the copy of photo ID Proof like Driving License, Voter ID, Passport etc. to avoid the unscrupulous person entry.
8. 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.
9. All the documents referred in the accompany notice including a certificate from the Statutory Auditors of the company under regulation 73(2) of the SEBI (ICDR) Regulation, 2009 for pricing of equity shares, are open for inspection at the Corporate office of the Company situated at 57/2, Site-IV, Industrial Area Sahibabad, Ghaziabad (U.P.), during business hours on all working days except Sundays and public holidays between 10.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting.

## EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956.

The Explanatory Statements for Item no. 4 to 7 of the accompanying Notice are as under :

### ITEM NO. 4

The company has been experiencing financial crunch due to global recession coupled with substantial increase in prices of raw material specially cotton and high fluctuations in foreign currency exchange rates which resulted in heavy losses to the company; there was erosion in working capital of the company which adversely affected the debt serviceability of the Company.

With a view to tide over the above difficulty arising out of the industry situation and the company's specific issues, the company had approached SBI and other lenders for restructuring of its liabilities under CDR mechanism and a restructuring package was approved by CDR EG in August 2009 to the company.

The Company had achieved the top line as per CDR

projections during financial year 2009-10 but could not achieve the projected Operating Profit level in subsequent year i.e. 2010-11 mainly due to higher cost of raw materials and delay in implementation of Meerut Plant. The liquidity position of the Company was further adversely affected and the company found it difficult to serve the debt obligations as already restructured under the CDR mechanism. The Company informed its lenders that considering its present EBIDTA level and liquidity position, it would not be possible for the company to meet out the present payment obligations as per restructuring package under CDR and requested the lenders/ Management Committee (MC) for permitting re-work of the existing CDR restructuring package. Hence, the company submitted the Re-work of CDR Scheme for restructuring the borrowings was approved by the CDR Cell on March 31, 2011 and intimated to the company vide LOA dated May 4, 2011. In accordance with the Re-worked and restructured CDR Scheme, the company has to issue the Quasi-Equity instruments against the term loans (secured and unsecured), unpaid derivative losses & MTM losses. The details of proposed issue are as under:

S. No.	Name of the allottee	Category	Nature of Instruments (Face value of ₹ 10/- each)			Pre Issue (Quasi Equity Instruments)	Post Issue	Post Issue-%age
			*6% OCCPS (Lenders of Unsecured Term Loan) Under Category - 'B'	#1% CRPS (MTM Derivative Losses) Under Category - 'D'	Total			
1	State Bank of Mysore	Public - Banks/Financial Institution	6,740,000	-	6,740,000		6,740,000	4.57 Pref
2	State Bank of Hyderabad	Public - Banks/Financial Institution	4,050,000	-	4,050,000		4,050,000	2.75 Pref
3	Punjab National Bank	Public - Banks/Financial Institution	13,490,000	-	13,490,000		13,490,000	9.15 Pref
4	ICICI Bank Limited	Public - Banks/Financial Institution	2,160,000	-	2,160,000	9,816,345	11,976,345	8.12 Pref
5	HDFC Bank Limited	Public - Banks/Financial Institution	1,080,000	-	1,080,000	10,172,667	11,252,667	7.63 Pref
6	Standard Chartered Bank	Public - Banks/Financial Institution	-	2,710,000	2,710,000	33,167,050	35,877,050	24.34 Pref
7	Yes Bank Limited	Public - Banks/Financial Institution	-	24,240,000	24,240,000		24,240,000	16.44 Pref
	<b>TOTAL</b>		<b>27,520,000</b>	<b>26,950,000</b>	<b>54,470,000</b>	<b>53,156,062</b>	<b>107,626,062</b>	<b>73.00 Pref</b>

\* Optionally Convertible Cumulative Preference Shares (OCCPS)

# Cumulative Redeemable Preference Shares (CRPS)

**Note:**

The post issue percentage for Quasi Equity Instruments (CRPS/OCCPS) has been calculated by adding the proposed issue in the existing issued preference share capital i.e. Quasi Equity Instruments (CRPS), 92,953,887 preference shares (CRPS).

**The salient features of the Preferential Issue are :**

The disclosures, which are required to be given in the explanatory statement to the notice of the Annual General Meeting in terms of point no. 73 of Chapter VII of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2009 and as amended from time to time for Preferential Issues and as are in force on the date of this notice, are stated below.

**(i) Object of the Issue :** As mentioned above, the objective of the issue of quasi equity instruments is to meet out the terms and conditions of the Re-worked CDR scheme sanctioned by CDR EG on March 31, 2011 and intimated to the company vide LOA dated May 4, 2011 for conversion of secured and

unsecured term loans, unpaid derivative losses and MTM derivative losses into Quasi-Equity Instruments i.e. 6% Optionally Convertible Cumulative Preference Shares (OCCPS), 6% Cumulative Redeemable Preference Shares (CRPS) and 1% Cumulative Redeemable Preference Shares (CRPS) be utilized accordingly. This is part of the restructuring package as per the CDR Scheme.

**(ii) Intention of the promoter/directors their associates and relatives/key management persons to subscribe to the offer :** The proposed issue of securities is in terms of the Re-worked of CDR Package approved by the CDR Cell on March 31,2011 only in favour of the lenders/bankers of the company. under the scheme of restructuring for term loans (Secured & Unsecured) and unpaid derivative losses & MTM derivative losses which are proposed to be converted into Quasi-Equity Instruments according to the terms and conditions of the Re-worked CDR Package of the company. Hence the proposed issues are only for the bankers and lenders of the company.

**(iii) Shareholding pattern before and after the offer :**

## (a) Pre-Shareholding Pattern as on June 30, 2011

Category Code	Category of Shareholder	Number of shareholders	Total Number of Shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					Percentage of (A+B) <sup>1</sup>	Percentage of (A+B+C)	Number of Shares	As a Percentage IX=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>							
(1)	<b>Indian</b>							
a.	Individuals / Hindu Undivided Family (HUF)	8	2,906,028	2,906,028	7.43	7.43	2,406,028	82.79
b.	Central Government / State Government	-	-	-	-	-	-	-
c.	Bodies Corporate	11	5,679,990	5,679,990	14.52	14.52	5,179,990	91.20
d.	Financial Institutions / Banks	-	-	-	-	-	-	-
e.	Any Other (Specify)	-	-	-	-	-	-	-
	<b>Sub - Total A (1)</b>	<b>19</b>	<b>8,586,018</b>	<b>8,586,018</b>	<b>21.95</b>	<b>21.95</b>	<b>7,586,018</b>	<b>88.35</b>
(2)	<b>Foreign</b>							
a.	Individuals (Non-Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-
b.	Bodies Corporate	1	2,000,000	2,000,000	5.11	5.11	-	-
c.	Institutions	-	-	-	-	-	-	-
d.	Any Other (Specify)	-	-	-	-	-	-	-
	<b>Sub - Total A (2)</b>	<b>1</b>	<b>2,000,000</b>	<b>2,000,000</b>	<b>5.11</b>	<b>5.11</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of promoter and promoter group (A)=A(1)+A(2)</b>	<b>20</b>	<b>10,586,018</b>	<b>10,586,018</b>	<b>27.06</b>	<b>27.07</b>	<b>7,586,018</b>	<b>71.66</b>
(B)	<b>Public shareholding<sup>3</sup></b>							
(1)	<b>Institutions</b>							
a.	Mutual Funds/ UTI	3	400	100	0.00	0.00	-	-
b.	Financial Institutions / Banks	1	200	200	0.00	0.00	-	-
c.	Central Government/State Government(s)	1	200	200	0.00	0.00	-	-
d.	Venture Capital Funds	-	-	-	-	-	-	-
e.	Insurance Companies (FI Govt. Sponsored)	2	2,028,738	2,028,738	5.19	5.19	-	-
f.	Foreign Institutional Investors (FIIs)	2	3,600,000	3,600,000	9.20	9.20	-	-
g.	Foreign Venture Capital Investors	-	-	-	-	-	-	-
h.	Any other (specify)	-	-	-	-	-	-	-
	<b>Sub - Total B (1)</b>	<b>9</b>	<b>5,629,538</b>	<b>5,629,238</b>	<b>14.39</b>	<b>14.39</b>	<b>-</b>	<b>-</b>
(2)	<b>Non-Institutions</b>							
a.	Body Corporate	501	3,387,180	3,381,860	8.66	8.66	13,530	0.40
b.	Individuals - (i) Individual shareholders holding nominal share capital up to Rs. 1 lakh.	25,988	13,776,142	13,703,842	35.22	35.22	47,811	0.35
c.	(ii) Individual shareholders holding nominal share capital excess to Rs. 1 lakh.	175	5,019,050	5,019,050	12.83	12.83	-	-
d.	Any Other (NRI Repatriable)	250	655,326	620,881	1.68	1.68	-	-
	(NRI Non Repatriable) &	71	60,846	60,746	0.16	0.16	-	-
	<b>Sub - Total B (2)</b>	<b>26,985</b>	<b>22,898,544</b>	<b>22,786,379</b>	<b>58.54</b>	<b>58.54</b>	<b>61,341</b>	<b>0.27</b>
	<b>Total Public Shareholding (B) = B(1)+B(2)</b>	<b>26,994</b>	<b>28,528,082</b>	<b>28,415,617</b>	<b>72.94</b>	<b>72.94</b>	<b>61,341</b>	<b>0.22</b>
(C)	<b>Shares held by custodians and against which depository receipts have been issued.</b>							
1.	Promoter & Promoter Group	-	-	-	-	-	-	-
2.	Public	-	-	-	-	-	-	-
	<b>Sub - Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Grand Total (A+B)</b>	<b>27,014</b>	<b>39,114,100</b>	<b>39,001,635</b>	<b>100.00</b>	<b>100.00</b>	<b>7,647,359</b>	<b>19.55</b>

Note :

- Company has issued 91,540,811, 1% Cumulative Redeemable Preference Shares (CRPS) & 14,13,076, 6% Cumulative Redeemable Preference Shares (CRPS) in favour of the bankers/lenders of the company aggregating to 92,953,887 CRPS.
- The above shareholding pattern may change upon transfer of shares by existing shareholders of the company from time to time.

(b) Post-Shareholding Pattern

Category Code	Category of Shareholder	Number of shareholders	Total Number of Shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares pledged or otherwise encumbered	
					Percentage of (A+B) <sup>1</sup>	Percentage of (A+B+C)	Number of Shares	As a Percentage IX=(VIII)/(IV)*100
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)
(A)	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>							
(1)	<b>Indian</b>							
a.	Individuals / Hindu Undivided Family (HUF)	8	2,906,028	2,906,028	7.43	7.43	2,406,028	82.79
b.	Central Government / State Government	-	-	-	-	-	-	-
c.	Bodies Corporate	11	5,679,990	5,679,990	14.52	14.52	5,179,990	91.20
d.	Financial Institutions / Banks	-	-	-	-	-	-	-
e.	Any Other (Specify)	-	-	-	-	-	-	-
	<b>Sub - Total A (1)</b>	<b>19</b>	<b>8,586,018</b>	<b>8,586,018</b>	<b>21.95</b>	<b>21.95</b>	<b>7,586,018</b>	<b>88.35</b>
(2)	<b>Foreign</b>							
a.	Individuals (Non-Resident Individuals/Foreign Individuals)	-	-	-	-	-	-	-
b.	Bodies Corporate	1	2,000,000	2,000,000	5.11	5.11	-	-
c.	Institutions	-	-	-	-	-	-	-
d.	Any Other (Specify)	-	-	-	-	-	-	-
	<b>Sub - Total A (2)</b>	<b>1</b>	<b>2,000,000</b>	<b>2,000,000</b>	<b>5.11</b>	<b>5.11</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of promoter and promoter group (A)=A(1)+A(2)</b>	<b>20</b>	<b>10,586,018</b>	<b>10,586,018</b>	<b>27.06</b>	<b>27.07</b>	<b>7,586,018</b>	<b>71.66</b>
(B)	<b>Public shareholding<sup>3</sup></b>							
(1)	<b>Institutions</b>							
a.	Mutual Funds/ UTI	3	400	100	0.00	0.00	-	-
b.	Financial Institutions / Banks	1	200	200	0.00	0.00	-	-
c.	Central Government/State Government(s)	1	200	200	0.00	0.00	-	-
d.	Venture Capital Funds	-	-	-	-	-	-	-
e.	Insurance Companies (FI Govt. Sponsored)	2	2,028,738	2,028,738	5.19	5.19	-	-
f.	Foreign Institutional Investors (FIIs)	2	3,600,000	3,600,000	9.20	9.20	-	-
g.	Foreign Venture Capital Investors	-	-	-	-	-	-	-
h.	Any other (specify)	-	-	-	-	-	-	-
	<b>Sub - Total B (1)</b>	<b>9</b>	<b>5,629,538</b>	<b>5,629,238</b>	<b>14.39</b>	<b>14.39</b>	<b>-</b>	<b>-</b>
(2)	<b>Non-Institutions</b>							
a.	Body Corporate	501	3,387,180	3,381,860	8.66	8.66	13,530	0.40
b.	Individuals - (i) Individual shareholders holding nominal share capital up to Rs. 1 lakh.	25,988	13,776,142	13,703,842	35.22	35.22	47,811	0.35
c.	(ii) Individual shareholders holding nominal share capital excess to Rs. 1 lakh.	175	5,019,050	5,019,050	12.83	12.83	-	-
d.	Any Other (NRI Repatriable)	250	655,326	620,881	1.68	1.68	-	-
	(NRI Non Repatriable) &	71	60,846	60,746	0.16	0.16	-	-
	<b>Sub - Total B (2)</b>	<b>26,985</b>	<b>22,898,544</b>	<b>22,786,379</b>	<b>58.54</b>	<b>58.54</b>	<b>61,341</b>	<b>0.27</b>
	<b>Total Public Shareholding (B) = B(1)+B(2)</b>	<b>26,994</b>	<b>28,528,082</b>	<b>28,415,617</b>	<b>72.94</b>	<b>72.94</b>	<b>61,341</b>	<b>0.22</b>
(C)	<b>Shares held by custodians and against which depository receipts have been issued.</b>							
1.	Promoter & Promoter Group	-	-	-	-	-	-	-
2.	Public	-	-	-	-	-	-	-
	<b>Sub - Total (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Grand Total (A+B)</b>	<b>27,014</b>	<b>39,114,100</b>	<b>39,001,635</b>	<b>100.00</b>	<b>100.00</b>	<b>7,647,359</b>	<b>19.55</b>

Note :

- After the proposed issue of Quasi Equity Instruments (CRPS/OCCPS), the company may have 118,490,811, 1% Cumulative Redeemable Preference Shares (CRPS) & 14,13,076, 6% Cumulative Redeemable Preference Shares (CRPS) and 27,520,000, 6% Optionally Convertible Cumulative Preference Shares (OCCPS) in favour of the bankers/lenders of the company aggregating to 147,423,887 Quasi Equity Instruments (CRPS/OCCPS).
- The above shareholding pattern may change upon transfer of shares by existing shareholders of the company from time to time.
- The company has also obtained the approval in principle vide letter reference no. DCS/PREF/SR/PRE/767/10-11 dated 16-11-2010 from Bombay Stock Exchange Ltd. & Reference no. NSE/LIST/163331-Q dated 15-04-2011 from National Stock Exchange of India Ltd. for issue and allot 13,72,50,960, 6% Optionally Convertible Cumulative Preference Shares (OCCPS), which may be issued according to the demands of the lenders/banks.

## Assumptions:

(a) In the above table the post shareholding pattern is based on the existing equity structure. In other words probable conversion of OCCPS or CRPS have not been considered keeping in view the uncertainty as well as the time period and conversion rate in which such option might be exercised.

(b) Equity shares which may arise consequent upon the conversion from OCCPS, no change in management control is envisaged or contemplated.

### (iv) Proposed time frame within which the allotment shall be completed:

In terms of the exemptions available under point no. 74 of the of Chapter VII of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2009 and as amended from time to time for Preferential Issues and as are in force on the date of this notice, for the allotments pursuant to the Re-worked Corporate Debt Restructuring(CDR) Scheme, the allotment will be completed as per the schedule of Re-worked CDR Scheme approved and as may be amended from time to time, for which Board of Directors of the company is authorized to accept the amendments . The terms which are specified below are according to the present scheme :

a. **6% Optionally Convertible Cumulative Preference Shares (OCCPS) :** This option to convert into equity will have to be exercised by the lenders within 18 months from the date of issue of instruments. If the option of conversion into equity is not exercised within 18 months it will treated as CRPS and will be paid off/redeemed in the 9th and 10th years from the original cut off date i.e. 31.01.2009, or as may be amended by the concerned authorities from time to time under the Re-worked CDR scheme. If the lender opts for OCCPS, the same would have to be issued within 24 months from the date of implementation of the first CDR package i.e. upto 25.11.2011 or as per the terms of Re-worked CDR scheme or as may be amended from time to time.

b. **6% Cumulative Redeemable Preference Shares (CRPS) :** It will be issued to eligible

lenders including the lenders who have not exercised their option for subscribing of OCCPS, within 24 months from the date of implementation of First CDR Package i.e. by 25.11.2011 or as per the terms of Re-worked CDR scheme or as may be amended from time to time. This will be issued for period of 10 years to be redeemed in 9th and 10th year from the original cut of date i.e. 31.01.2009, or as may be amended by the concerned authorities from time to time under the Re-worked CDR scheme.

c. **1% Cumulative Redeemable Preference Shares (CRPS) :** It will be issued to eligible lenders, within 12 months from the date of implementation of first CDR Package in case of unpaid derivative losses and from the closing of the year in which the MTM Liability is crystallized in case of MTM Derivative Losses, in terms of Re-worked CDR scheme as may be amended from time to time. This instrument shall be redeemed in 9th and 10th year after original cut of date i.e. 31.01.2009, or as may be amended by the concerned authorities from time to time under the Re-worked CDR scheme.

The holders of the OCCPS & CRPS may exercise option for full and final settlement of the full value of any of the instruments at a discount not below the percentage mentioned in each year. The company would (with the approval of their Board of Directors and the CDR Monitoring Committee) within 45 days from the close of the financial year ending March of each year seek option for settlement from each instrument holder for a total specified amount (to vary based upon previous years' performance) Settlement.

(v) **Terms of the payment :** In terms of the restructuring scheme as per the re-work of CDR Package as approved by CDR EG on March 31, 2011, the existing term loan/outstanding in credit facilities extended by the bankers, proposed to be converted into quasi equity instruments. Hence the consideration of the proposed instruments have already been received by the company.

(vi) **Pricing of the Issue :** The calculated minimum

price as per SEBI formula works out to ₹ 6.69 per Equity Share on the basis of relevant date, which is the date on which the CDR Package is approved by the concerned authorities i.e. March 31, 2011, in accordance with the point no. 71 and 76 of the Chapter VII of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2009 and as amended from time to time for Preferential Issues of the equity shares which may arise consequent on the conversion of Optionally Convertible Cumulative Preference Shares (OCCPS). The Cumulative Redeemable Preference Shares (CRPS) of ₹ 10.00 each will be issued at the face value as per the terms of Re-worked CDR scheme. Further it will also be regulated by any exemption/directions as may be issued by the Board for Industrial & Financial

Reconstruction (BIFR) in terms of the Rehabilitation Scheme.

- (vii) **An undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.**

The Company hereby undertake that it shall re-compute the price of the specified securities in terms of the provisions of these regulations, where it is required to do so.

- (viii) **The identity of the proposed allottee/s, percentage of post preferential issue of capital & Quasi-Equity Instruments (OCCPS & CRPS) that may be held by them and change in control, if any, in the company consequent to the preferential issue : The identity of the proposed allottees are as under:**

S. No.	Name of the allottee	Category	Nature of Instruments (Face value of ₹ 10/- each)			Pre Issue (Quasi Equity Instruments)	Post Issue	Post Issue-%age
			*6% OCCPS (Lenders of Unsecured Term Loan) Under Category - 'B'	#1% CRPS (MTM Derivative Losses) Under Category - 'D'	Total			
1	State Bank of Mysore	Public - Banks/Financial Institution	6,740,000	-	6,740,000		6,740,000	4.57 Pref
2	State Bank of Hyderabad	Public - Banks/Financial Institution	4,050,000	-	4,050,000		4,050,000	2.75 Pref
3	Punjab National Bank	Public - Banks/Financial Institution	13,490,000	-	13,490,000		13,490,000	9.15 Pref
4	ICICI Bank Limited	Public - Banks/Financial Institution	2,160,000	-	2,160,000	9,816,345	11,976,345	8.12 Pref
5	HDFC Bank Limited	Public - Banks/Financial Institution	1,080,000	-	1,080,000	10,172,667	11,252,667	7.63 Pref
6	Standard Chartered Bank	Public - Banks/Financial Institution	-	2,710,000	2,710,000	33,167,050	35,877,050	24.34 Pref
7	Yes Bank Limited	Public - Banks/Financial Institution	-	24,240,000	24,240,000		24,240,000	16.44 Pref
	<b>TOTAL</b>		<b>27,520,000</b>	<b>26,950,000</b>	<b>54,470,000</b>	<b>53,156,062</b>	<b>107,626,062</b>	<b>73.00 Pref</b>

\* Optionally Convertible Cumulative Preference Shares (OCCPS)

# Cumulative Redeemable Preference Shares (CRPS)

**Note :**

- The post issue percentage for Quasi Equity Instruments (CRPS/OCCPS) has been calculated by adding the proposed issue in the existing issued capital i.e. Quasi Equity Instruments (CRPS/OCCPS) on the 92,953,887 preference shares (CRPS).

## Bankers/lenders (serial no. 1 to 7) of the company :

The above said Bankers/Lenders as mentioned in Serial No. 1 to 7 are the Term lender (secured & unsecured)/Working Capital Bankers & Claimant of the Foreign Exchange and unpaid derivative losses & MTM derivative losses, of the company, as per the Re-worked CDR Scheme approved by the authorities and the same shall falls under the Category of Public Shareholding – Financial Institutions/Banks. However no change in the control of the company is envisaged. Presently their holding of the CRPS is as under:

Sl. No.	Name of the allottee for 6% & 1% Cumulative Redeemable Preference Shares	6% CRPS (Lenders of Secured Term Loans) - Category - A	Percentage of 6% CRPS (Lenders of Secured Term Loans) - Category - A	1% CRPS (Unpaid Derivative Losses) - Category - C	Percentage of 1% CRPS (Unpaid Derivative Losses) - Category - C	1% CRPS (MTM Derivative Losses) - Category - D	Percentage of 1% CRPS (MTM Derivative Losses) - Category - D	Total of Allotted Preference Shares	Percentage of the total allotted preference Shares
1	State Bank of India	-	-	11,440,240	75.20	26,944,509	35.30	38,384,749	41.29
2	ICICI Bank Limited	-	-	-	-	9,816,345	12.86	9,816,345	10.56
3	HDFC Bank Limited	-	-	2,462,350	16.19	7,710,317	10.10	10,172,667	10.94
4	Standard Chartered Bank	-	-	1,309,525	8.61	31,857,525	41.74	33,167,050	35.68
5	IDBI Bank Limited	1,413,076	100.00	-	-	-	-	1,413,076	1.52
	<b>TOTAL</b>	<b>1,413,076</b>	<b>100.00</b>	<b>15,212,115</b>	<b>100.00</b>	<b>76,328,696</b>	<b>100.00</b>	<b>92,953,887</b>	<b>100.00</b>

**(ix) An undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees**

The Company undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees, if applicable to the above allotment.

As required under the point no. 72 of the Chapter VII of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2009 and as amended from time to time for Preferential Issues of the equity shares and section 80, 81, 81 (1A) of the Companies Act, 1956, the resolution proposed to be passed by way of special resolution. None of the Directors of the Company are interested or concerned in the Resolution except in the preferential allotment as above and to the extent of their shareholding in the company.

### ITEM NO. 5

After a series of meetings with lenders and process, the CDR Scheme has been approved by the CDR Cell of the on August 31, 2009 and intimated to all the lenders by the CDR Cell, vide letter dated September 11, 2009. Further since the approval of the Scheme to till date CDR Empowered Group, has accepted the various amendment in the approved CDR Scheme. A gist of the same has been incorporated in the

resolution. The approval in principle under clause 24 (a) of the Listing Agreement with the Stock Exchanges, was accorded vide letter dated 16.12.2010 & 15.04.2011 from the Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. respectively for issue of 13,72,50,960 Optionally Convertible Cumulative Preference Shares (OCCPS), subject to the condition to get the shareholders approval for the amendments made in the CDR Scheme from time to time. Hence it is necessary to approve and adopt the aforesaid amendments by the members of the company and rectify the action already taken on the amendments by the Board of Directors, any of its officials or any authorities and Stock Exchanges. As required, the resolution proposed to be passed by way of special resolution. The Board of Directors recommends the resolution for approval of the Shareholders.

None of the Directors of the Company are in any way, concerned or interested in the resolutions.

### ITEM NO. 6

During the year, 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. The Credit facilities have been used for the various diversification/ Expansions schemes undertaken by the Company and to fulfill the long terms working capital requirements of the Company, various Financial Institutions/Banks have sanctioned financial assistance, under various categories, detailed as under:

(₹ In Crores)

Sr. No.	Name of Bank	Amount to be secured by the charge
<b>A.</b>	<b>ON FIRST CHARGE BASIS: FOR THE TERM LOANS/CORPORATE LOANS/ FITL/ WCTL/ STL</b>	
<b>1</b>	<b>IDBI Bank Ltd. of its:</b> Rupee Term Loan (TUFS) of Rupee Term Loan (Non TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	 2.48 2.37 0.43 <b>5.28</b>
<b>2</b>	<b>State Bank of India of its:</b> Term Loan - 1 (TUFS) of Term Loan - 2 (TUFS) of Term Loan - 3 (TUFS) of Term Loan / Corporate Loan - 1 (Non TUFS) of Term Loan / Corporate Loan - 2 (Non TUFS) of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) (TUFS) of Funded Interest Term Loan (FITL) (Non TUFS) of <b>Total</b>	 22.76 23.94 16.00 12.80 16.00 58.42 5.60 19.28 <b>174.80</b>
<b>3</b>	<b>State Bank of Indore (Now part of SBI) of its :</b> Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	 39.92 3.60 <b>43.52</b>
<b>4</b>	<b>Syndicate Bank of its :</b> Rupee Term Loan (TUFS) of Rupee Term Loan (TUFS) of Rupee Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	 14.68 5.64 3.81 2.17 <b>26.30</b>
<b>5</b>	<b>The Jammu &amp; Kashmir Bank Ltd. of its :</b> Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	 20.15 1.80 <b>21.95</b>
<b>6</b>	<b>Punjab National Bank of its :</b> Term Loan - 1 (TUFS) of Term Loan - 2 (TUFS) of Term Loan (Non TUFS) of Short Term Loan (Non TUFS) of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	 29.78 15.95 1.06 40.00 1.02 8.82 <b>96.63</b>
<b>7</b>	<b>State Bank Of Mysore of its:</b> Term Loan (TUFS) of Term Loan of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	 39.55 20.00 12.21 8.21 <b>79.97</b>
<b>8</b>	<b>State Bank of Patiala of its:</b> Term Loan - I (TUFS) of Term Loan - II (TUFS) of Term Loan - I (Non TUFS) of Term Loan - II (Non TUFS) of Term Loan - III (Non TUFS) of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	 36.80 12.00 2.67 5.34 18.34 5.29 8.82 <b>89.26</b>

9	<b>UCO Bank of its:</b> Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	22.18 1.98 <b>24.16</b>
10	<b>State Bank of Hyderabad of its :</b> Term Loan (TUFS) of Corporate Loan of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	31.46 12.00 6.74 5.63 <b>55.83</b>
11	<b>Export Import Bank of India of its :</b> Term Loan (TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	11.50 1.08 <b>12.58</b>
12	<b>The Hongkong and Shanghai Banking Corporation Ltd. of its :</b> Term Loan of	<b>25.00</b>
13	<b>State Bank of Bikaner &amp; Jaipur of its</b> Term Loan (TUFS) of Working Capital Term Loan (WCTL) of Funded Interest Term Loan (FITL) of <b>Total</b>	15.92 6.25 2.95 <b>25.12</b>
14	<b>Standard Chartered Bank of its</b> Funded Interest Term Loan (FITL) of	1.45
	<b>Grand Total</b>	<b>681.85</b>

## Second Charge for Working Capital Facilities

(₹ in Crores)

S. No.	Bank Name	Working Capital Limits
1	State Bank of India	246.50
2	State Bank of Patiala	40.00
3	State Bank of Mysore	37.00
4	State Bank of Hyderabad	33.00
5	State Bank of Bikaner & Jaipur	18.00
6	Standard Chartered Bank	18.00
7	Punjab National Bank	23.00
8	State Bank of Indore (Now part of SBI)	3.00
	<b>TOTAL</b>	<b>418.50</b>

## Third Charge

(₹ in Crores)

Sr. No.	Name of Bank	Amount to be secured by the charge
1	ICICI Bank Limited of its Term Loan (Non TUFS) of Funded Interest Term Loan (FITL) of <b>Total</b>	6.40 0.60 <b>7.00</b>
2	HDFC Bank Limited of its Term Loan of Funded Interest Term Loan (FITL) of <b>Total</b>	3.20 0.29 <b>3.49</b>
	<b>Grand Total</b>	<b>10.49</b>

The financial assistance from State Bank of India and various other financial institutions/Banks as mentioned in resolution no. 6 of the Notice, have to be secured by way of First, Second and Third Charge on pari-passu basis for the credit facilities extended by them for financial assistance received/ to be received from Financial Institutions/Banks, on all the immovable & movable properties of the Company, both present & future. As per Section 293(1)(a) of the Companies Act, 1956, 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 293 (1)(a) of the Companies Act, 1956 for authorization & rectification for charge created/to be created of the said mortgage on the properties of the company. 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, Industrial Area Sahibabad, Ghaziabad (U.P.), during the business hours on all the working days except Sundays and public holidays 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 192A and under the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 it is proposed to be passed by postal ballot also. The necessary postal ballot slip is enclosed along with the Notice. None of the Directors of the Company are interested or concerned in the Resolution.

#### **ITEM NO. 7**

In view of the various important assignments and requirements of the Company, Mr. P.K. Rajput , proposed to be reappointed as a Whole Time Director designated as Executive Director for three years w.e.f. 28.07.2012. As Mr. P.K. Rajput is possessing vast experience, the company would, thus, benefit immensely under his able guidance as a member of the Board by way of Whole time Director designated as Executive Director. The terms of his office expires on 27th July 2012. As the 40th Annual

General Meeting of the Company shall fall due after the expiry of the term of office as Executive Director, i.e. 27-07-2012 his reappointment required to be approved by the members for a another period of three years from 28-07-2012. His re-appointment has been approved by the Remuneration Committee and Board of Directors at their meeting held on August 6, 2011 subject to the approval of the members of the company. The members of the company may consider and approve the same by way of special resolution. This is subject to the approval from shareholders of the Company subject to the limits specified in Schedule XIII of the said Act, approval of the Central Government as may be required under section II of part II of Schedule XIII, and the concerned authorities. Hence the matter has been referred to the members of the company for their approval by way of Special Resolution. The major terms and conditions are set out as under, including non-payment of sitting fee for any meeting of Board of Directors or any committee thereof:

- 1. Salary :** ₹ 90,000/- per month in the scale of ₹ 90,000-₹ 10,000-₹ 120,000 annual increment to the maximum limit of ₹ 10,000/- will be as decided by the Remuneration Committee and Board of Directors from time to time. Provided further that the aggregate amount of remuneration payable to the appointee in a particular financial year will be subject to the overall ceiling/limit laid down in Sections 198 to 309 of the Companies Act, 1956 .
- 2. Perquisites:**
  - a. Reimbursement of medical expenses upto ₹ 1,250/- per month.
  - b. Leasehold residential premises on a lease rent of ₹ 16,000/- per month upto the validity of the term of the office with an increase upto the maximum limit of 20% per annum.
  - c. Leave travel allowance as per rules of the Company.

Further as may be decided by the Board of Directors of the company from time to time.

#### **3. Minimum Remuneration:**

If in any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, the appointee shall be entitled to minimum remuneration by way of salary, perquisites, allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule

# ALPS INDUSTRIES LTD.

XIII of the Companies Act, 1956. Provided further that following perquisites which are also allowed to him shall not be included in the computation of this ceiling:

a. Contribution to Provident Fund, to the extent of

limit prescribed under the Provident Fund Act from time to time and as per the company policy.

b. Gratuity as per law.

c. Encashment of leave as per the rule of the Company.



A statement as required under Section II of Part II of the Schedule XIII of the Companies Act, 1956 related to the appointment of Mr. P. K. Rajput as Whole Time Director designated as Executive Director, is as per details given below:

## 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

Years	2010-11	2009-10	2008-09
Net Profit	(10031.12)	(10665.75)	(24624.88)
Turnover	69549.76	46882.16	99172.90

(₹ in Lacs)

- e. Export performance and net foreign exchange collaborations  
 f. Foreign investments or collaborators, if any exchange collaborations

- i Financial year ended on 31.03.2011- Export turnover ₹ 29259.45 lacs  
 ii Net foreign exchange collaborations- Nil  
 (1) Foreign Investment- As on 31.03.2011 ₹ 500.78 lacs.  
 (2) Collaboration - Nil

## 2. INFORMATION ABOUT THE APPOINTEE:

- a. Background details He has been serving the Company since 1995. Prior to his elevation to the Board, he was designated as Vice President-Commercial with the Company looking after all commercial affairs and has extensive experience of handling commercial affairs of textile companies.
- b. Past remuneration ₹ 9.97 lacs during the Financial year ended on 31.03.2011.
- c. Recognition or awards Remarkable achievements in various commercial and liaisoning activities resulting in cost effectiveness and resolving of major issues with the various Ministries.
- d. Job profile and his suitability He has over 35 years of work experience. He has contributed significantly in all commercial areas such as imports, exports and obtaining Government permissions. He is a very diligent administrator and the company has benefitted from his able guidance over the years.

1. **Salary :** ₹ 90,000/- per month in the scale of ₹ 90,000- ₹ 10,000- ₹ 120,000 annual increment to the maximum limit of ₹ 10,000/- will be as decided by the Remuneration Committee and Board of Directors from time to time.

**2. Perquisites :**

- a) Reimbursement of medical expenses upto ₹ 1,250/- per month.
- b) Leasehold residential premises on a lease rent of ₹ 16,000/- per month upto the validity of the term of the office with an increase upto the maximum limit of 20% per annum.
- c) Leave travel allowance as per rules of the Company.
- d) Contribution to Provident Fund, to the extent of limit prescribed under the Provident Fund Act from time to time and as per the company policy.
- e) Gratuity as per law.
- f) Encashment of leave as per the rule of the Company.

Further as may be decided by the Board of Directors of the company from time to time.

- f) Comparative remuneration profile with respect to Industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t.the country of his origin). Reasonable and competitive with respect to the Industries with similar nature.
- g) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any None.

**3. OTHER INFORMATION**

- 1) Reasons of loss or inadequate profit The Company was earning profits till FY 2007-08, but 2008-09 onwards, due to global recession coupled with substantial increase in prices of raw material specially cotton and high fluctuations in foreign currency exchange rates resulted in losses to company
- 2) Steps taken or proposed to be taken for improvement With a view to tide over the difficulty arising out of the industry situation and company specific issues, the company had approached SBI and other lenders for restructuring of its liabilities under CDR mechanism and a restructuring package was approved by CDR EG in August 2009 to the company. Though the Company had achieved the top line as per CDR projections during financial year 2009-10 but could not achieve the projected Operating Profit level in subsequent year i.e. 2010-11 mainly due to higher cost of raw materials and delay in implementation of Meerut Project. This resulting into further liquidity problem, the company approached the CDR for re-work. The Rework Scheme was approved on March 31 2011 by CDR EG. The re-work CDR restructuring Scheme has the main relief over the existing CDR restructuring package viz conversion of additional 20% unsustainable debt into equity over and above 20% conversion into Quasi Capital as per original scheme, Reduction and stepping up of rate of interest to maintain yield as per the original restructuring package, and realigning

repayment schedule as per projected cash generations. In the meantime company have become the Sick Industrial company under the provisions of SICA and also filed the DRS based on re-work of CDR with BIFR in terms of the order dated 6.12.2010, which is under consideration of Hon'ble BIFR.

- 3) Expected increase in productivity and profits in measurable terms      The Company projected PAT is ₹ 41.33 Crores of the F.Y 2012-13 and expects to optimize its operations in the year 2014-15.

#### 4. DISCLOSURE

- a) Remuneration package of the managerial person
- 1.Managing Director & Executive Director remuneration during the Financial year ended on 31.03.2011 ₹ 31.80 Lacs & ₹ 9.97 Lacs respectively.
- 2.Proposed Remuneration- Details are given in Part 2 (e) hereinabove.
- b) i) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pensions etc., of all directors;  
ii) Details of fixed component and performance linked incentives along with the performance criteria;  
iii) Service contracts, notice period, severance fees;  
iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.
- The necessary disclosures has been mentioned in the Directors' Report under the heading of " Corporate Governance" attached to the Annual Report for the year 2010-11.

None of the directors are interested/concerned in the resolution, except Mr. P.K. Rajput, as Executive Director & shareholder of the company.

By the Order of the Board  
For ALPS INDUSTRIES LTD.

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

Place : Ghaziabad  
Date : August 6, 2011

**ALPS INDUSTRIES LIMITED**

I hereby tender my vote at the Annual General Meeting of the Company held on, Friday, 30th September, 2011 at 10:00 A.M. at the Corporate Office of the Company situated at 57/2, Site IV, Sahibabad Industrial Area, Ghaziabad (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.06 : -----
4. Signature of the Member : -----

(In favour)

(Not in Favour)

Place:

Dated:



**ALPS INDUSTRIES LIMITED**

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



Regd. Folio No. ....

\* Client I.D. ....

\* D.P. I.D. ....

**ATTENDANCE SLIP – 39th ANNUAL GENERAL MEETING- 30th SEPTEMBER, 2011**

**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 **39th Annual General Meeting** of the Company held on Friday, the 30th September, 2011 at 10.00 A.M. at the Corporate Office of the company situated at 57/2, Site IV, Sahibabad industrial area, Ghaziabad (U.P.).

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

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

**Note:**

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.
3. NO GIFTS WILL BE GIVEN.
4. Shareholders or their proxy should bring their Driving License/ Voter Identity Card or PAN Card for Verification / Identification or any other valid proof of identity.

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

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**ALPS INDUSTRIES LIMITED**

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



Regd. Folio No. ....

\*\* Client I.D. ....

\*\* D.P. I.D. ....

**PROXY FORM – 39th ANNUAL GENERAL MEETING-30th SEPTEMBER, 2011**

I/We \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member/members  
of Alps Industries Ltd, hereby appoint \_\_\_\_\_  
of \_\_\_\_\_ or failing him/her  
\_\_\_\_\_ of \_\_\_\_\_

as my/our Proxy to attend and vote for me/us on my/our behalf at the **39th Annual General Meeting** of the Company to be held on Friday, the 30th September, 2011 at 10.00 A.M. at the Corporate Office of the company situated at 57/2, Site IV, Sahibabad industrial area, Ghaziabad (U.P.).

Signed this ..... day of .....2011

**Note :**

1. Proxy need not be a member.
2. Proxy form, complete in all respect, should reach the Company's Registered Office situated at, B-2, Loni Road, Industrial Area, Opp. Mohan Nagar, Distt. Ghaziabad (U.P.), not less than 48 hours before the scheduled time of the meeting

Signature of Proxy Holder \_\_\_\_\_

Signature of the Member -----

\*\* Applicable only in case of investors holding shares in Electronic Form.

Affix  
Revenue  
Stamp

