

ALPS INDUSTRIES LIMITED

NOTICE

NOTICE is hereby given that the Fifty Third Annual General Meeting (AGM) of the Members of **Alps Industries Limited (CIN: L51109UP1972PLC003544)** will be held on Tuesday, September 30, 2025 at 3:00 P.M. through Video Conference (VC)/Other Audio Visual Means (OAVM) to transact the following businesses.

The proceedings of the Fifty Third Annual General Meeting shall be deemed to be conducted at the Registered Office of the Company at Plot No.15-B, G.T. Road, Chaudhary Morh, Ghaziabad, UP- 201001 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

1. To consider, approve and adopt the Audited Balance Sheet for the financial year ended on March 31, 2025, the statement of Profit and Loss Account for the year ended on that date, cash flow and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sandeep Agarwal, Managing Director (Din: 00139439) Non-Independent and Executive Promoter Director Designated as Managing Director, retires by rotation and being eligible, offers himself, for the re-appointment.

SPECIAL BUSINESS:

3. To consider and approve the re-appointment of Mr. Sandeep Agarwal (DIN: 00139439) as Managing Director for a further period of Three Years w.e.f. 01-04-2026 to 31-03-2029 and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution

“RESOLVED THAT in terms of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the limits as specified in Schedule V of the said Act, further subject to the approval of the Central Government and the concerned authorities as may be applicable, Mr. Sandeep Agarwal (DIN No. 00139439) be and is hereby re-appointed as Managing Director of the Company for a further period of three years w.e.f. 01.04.2026 to 31.03.2029 in terms of the provisions of point No. (iii) of section II of part II schedule V of the Companies Act 2013, due to company having no profit and in default of payment to lenders, on the terms and conditions, including the increment in remuneration, subject to the Notification No. S.O. 4822(E) dated 12th September, 2018 exempting the approval from the Central Government as are set out in the draft Agreement, be entered into between the Company and Mr. Sandeep Agarwal given hereunder:

1) Salary and Commission:

- (a) **Salary** : Rs. 1,00,000/- per month with increment of 10% per annum due on April each year.

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

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

2) Perquisites :

- (a) Furnished residential accommodation inclusive of facilities such as electricity, water and gas.
- (b) Full reimbursement of all medical expenses for self and family.

- (c) Leave travel facility for self and family once a year.
- (d) Fees of Clubs subject to a maximum of two Clubs.
- (e) Personal accident and medical insurance.
- (f) Contributions to Provident Fund, Superannuation or Annuity Fund
- (g) Gratuity as per law
- (h) Encashment of leave at the end of tenure of office.
- (i) Free passage for self and family together with cost of transportation of household items at the end of tenure of office.
- (j) Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Long distance telephone calls and use of car for personal purposes will be billed by the Company.
- (k) Reimbursement of entertainment, traveling and other expenses actually incurred for business of the Company.

3) Minimum Remuneration :

If in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the appointee shall be entitled to minimum remuneration by way of salary, perquisites, allowances not exceeding the ceiling limit specified under Section II of Part II of Schedule V of the Companies Act, 2013. Provided further that following perquisites which are also allowed to him shall not be included in the computation of this ceiling:

- a. Contribution to Provident Fund, Superannuation or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961.
- b. Gratuity as per law.
- c. Encashment of leave at the end of the tenure.

"RESOLVED FURTHER THAT 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 allowances) of the said Agreement, so as not to exceed the limits as specified in Schedule V to the Companies Act, 2013 as may be agreed between the Board of Directors and Mr. Sandeep Agarwal, 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 the Board of Directors of the company be and are hereby authorized to comply with all other legal and procedural requirements under the Companies Act, 2013 and rules framed there under".

4. To consider and approve the appointment of M/S. Reshi & Associates for a period of Five Years w.e.f. 01-04-2026 to 31-03-2030 and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT in terms of provisions of Section 204 of Companies Act, 2013, and Companies (Appointment & Remuneration of Managerial personal) Rules 2014, and as per SEBI Notification no. SEBI/LAD-NRO/GN/2024/218 dated December 12 2024, the members of the company, be and hereby approved, the appointment of M/S. Reshi & Associates, FRN. JK536600 Company Secretaries, as the Peer reviewed Secretarial Auditors of the company at a remuneration of Rs. 20,000 P.A. plus Out of Pocket expensed and GST, and as

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may be reviewed by the Resolution Professional under IBC or the board of directors, as the case may be, from time to time and on such terms and conditions as they deem fit for the financial year 2025-26 to 2029-30, w.e.f 01-04-2026 to 31-03-2030 and which will be reviewed from time to time.”

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

- 5. To consider and approve the appointment of M/S O. Aggarwal & CO Chartered Accountants as the Statutory Auditors of the company and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT M/S O. Aggarwal & CO. Chartered Accountants FRN 05755N, as recommended and appointed by the board of directors at their meeting held on August 14, 2025 under the Chairmanship of Mr. Hemant Sharma, the IRP under IBC, 2016 , as statutory Auditors of the company, be and are hereby confirmed to be reappointed under Section 139 and other applicable provisions of Companies Act, 2013 and Rules made there under i.e. Companies (Audit and Auditors) Rules, 2014, and SEBI LODR and under the various circulars/notifications issued by the SEBI and MCA from time to time, as Statutory Auditors of the company, to hold office for a further period of four years from the conclusion of 53th AGM till the conclusion of 57th AGM, at a remuneration of Rs.1,00,000, plus service tax as applicable and reimbursement of out of pocket expenses, including the Limited Review of the four quarters as may be applicable, to be reviewed from time to time by the Resolution professional appointed under IBC or Board of directors, as the case may be, every year, related with the audit, as recommended by the appropriate authorities from time to time in this behalf.

By the Order of the Board

For ALPS INDUSTRIES LIMITED

Place: Ghaziabad

Date: August 14, 2025

Registered Office:

Plot No. 15-B, G.T. Road, Chaudhary Morh
Ghaziabad-201001, UP

AJAY GUPTA
(COMPANY SECRETARY &
ASSTT. VICE PRESIDENT- LEGAL)
M.No.- F 4474

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 18/2020 dated April 21, 2020, 20/2020 dated May 05, 2020 and 22/2020 dated June 15, 2020 issued by Ministry of Corporate Affairs and Rule 20(4)(v) of the Companies (Management and Administration) Rules 2014, Circular No. 02/2021 dated January 13, 2021 and further SEBI/HO/CFD/CMD2/CIR/P/2021/11 January 15, 2021, & SEBI/HO/CFD/PoD-2/P/CIR/2023/4 January 5, 2023 & SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and MCA circular no 2/2022 dated 5th May, 2022 read with MCA Circular No. 10/2022 dated 28.12.2022 and Circular 09/2024 dated 19.09.2024 due to outbreak of the COVID-19 pandemic to maintain the social distancing, the AGM has been scheduled through VC/OAVM.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular No. 14/2020 dated April 08, 2020 and further Circular No. 02/2021 dated January 13, 2021, MCA circular no 2/2022 dated 5th May, 2022, read with Circular No. 10/2022 dated 28.12.2022 and Circular 09/2023 dated 25.09.2023 issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM as per the process mentioned in Annexure 1.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs and further SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12.05.2020 and further circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, and no SEBI/HO/CFD/CFD-PoD-2/CIR/P/CIR/2023/167 dated October 7 2023 the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at ajaygupta@alpsindustries.com or at investors@alpsindustries.com.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, for item No 3 to 5 is mentioned in the notice.
8. Any member proposing to seek any clarification on the accounts or speak at the meeting for any matter/query is requested to send the queries and registration details like Client id/folio number, name and no. of shares held, contact details (email id and mobile number), 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 as per shortest procedure.
9. The Notice calling the AGM and the Explanatory Statement along with mandatory documents are available on the website of the Company for inspection by the Members. However any other documents referred to in the can be inspected at the registered office of the company.

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10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by CDSL.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and further SEBI/HO/CFD/CMD2/CIR/P/2021/11 January 15, 2021 read with circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, and no SEBI/HO/CFD/CFD-Pod-2/CIR/P/CIR/2023/167 dated October 7 2023, the Notice calling the AGM has been uploaded on the website of the Company at www.alpsindustries.com. The Notice can also be assessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 10.09.2025, Wednesday to 11.09.2025, Thursday (Both days inclusive).
13. The Annual Accounts of the Subsidiary Companies shall be available at the website www.alpsindustries.com of the Company for inspection by any shareholder.
14. 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 Tuesday, September 23, 2025 will be eligible for voting rights either by remote e-voting or e-voting at the time of Annual General Meeting holding through VC/OAVM.
15. No dividend has been declared since last seven year. Hence in terms of Section 124 (6) of Companies Act, 2013 and the Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, there are no unpaid/unclaimed dividend needs to be transferred to the Investors Education and Protection Fund during the year 2024-25.
16. 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 rta@alankit.com or ajaygupta@alpsindustries.com and investorgrievance@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.
17. **Compulsory Dematerialization of physical shares:** In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on 30th November, 2018 and further press release on 3rd December, 2018 and MCA Notification dated 10th September, 2018, all the shareholders are informed and advised to convert all the shareholdings held in physical mode to demat mode and sent the two reminders on 6.10.2018 and on 14.12.2018. According to the directions of SEBI and in terms of MCA circular, now no shares can be transferred in physical mode. All concerned are requested to take appropriate action for compliance of directions.
18. Members are requested to notify immediately any change of their address in respect of their electronic share accounts and physical shares (quoting their Client Ids/Folio No's) Name as registered with the R & STA, Address, email ID, PAN,

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DPID/Client ID or Folio Number and Number of shares held by the Members to the R&T Agent having its Registered Office situated at Alankit Assignments Ltd., 205-208, Anarkali Market, Jhandewalan Extn, New Delhi-110055 or at the Registered Office of the company situated at Plot No15-B, G.T. Road, Chaudhary Morh, Ghaziabad-201001, UP.

19. **Re-appointment of Directors:** At the forthcoming Annual General Meeting, Mr. Sandeep Agarwal, Managing Director (Din: 00139439) Non-Independent and Executive Promoter Director Designated as Managing Director, retires by Rotation and being eligible, offers himself, for reappointment.
20. 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.
21. With respect to SEBI Circular dated November 03, 2021 on the captioned matter, RAIN as well as RTAs has advised that a separate helpdesk shall be set up by RAIN which shall handle the grievances of the security holders with respect to concerns pertaining to Circular dated November 03, 2021. Additionally, senior citizens shall be entertained on a priority basis. The RTAs shall advise company to once again directly intimate their securities holders about folios which are incomplete with respect to PAN, KYC details and nomination. Hence all are requested to take immediate steps in this regard.
22. 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. In terms of requirement of Investors Education and Protection Fund Authority under MCA as amended from time to time, company has transferred all unclaimed shares lying in the "Alps Industries Ltd.-Unclaimed Share Demat Physical Account of the company and also represented by unclaimed dividend to IEPF account. If any investors wish to claim their so transferred shares and unclaimed dividend, they have to comply provisions of section 124(6) of Companies Act, 2013 and the procedures specified under Rule 7 of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016. The details of shares transferred to IEPF account can be visited at website of the company i.e. www.alpsindustries.com.
23. Pursuant to provisions 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.
24. 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.
25. 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 the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronics means and the business may be transacted through Remote e-Voting Services. The details and procedures are annexed with the notice as Annexure-II.
26. In terms Section 90 of the Companies Act, 2013 and Companies (Significant Beneficial Owners) Rules, 2018 as amended on 8th February, 2019 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/149 and further amended on March 12, 2019 via Circular No. SEBI/HO/CFD/CMD1/CIR/P/2019/36, the members of the company are hereby informed that the necessary declaration for Beneficial ownership need to be disclosed to the company or its R & T agent within time frame prescribed under the aforesaid Rules and Circulars. All are requested to make compliance to avoid any legal complications.

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27. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the company.
28. Relevant documents referred to in the accompanying Notice and the Statement, are available for inspection, in physical or electronic mode, 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 Website of the company also.

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

**AJAY GUPTA
(COMPANY SECRETARY &
ASSTT. VICE PRESIDENT-LEGAL)
M.No.- F 4474**

Date : August 14, 2025

Registered Office :

Plot No15-B, G.T. Road, Chaudhary Morh,
Ghaziabad-201001

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

ITEM NO. 3

Mr. Sandeep Agarwal, Managing Director (DIN: 00139439), was re-appointed as the Whole Time Director and designated as Managing Director under the provisions of Companies Act 2013 at the Annual General Meeting of the Company held on August 08, 2022 for a period of 3 years w.e.f. 01-04-2023 to 31-03-2026. In terms of the provisions of point No. (iii) of section II of part II of schedule V of Companies Act 2013, due to non profit company and in default of payment to lenders, it is proposed to reappoint for further period of three years w.e.f.01.04.2026 to 31.03.2029, subject to the provisions of Notification dated September 12, 2018 dispensing with the approval of the Central Government. The Company has also received from the proposed appointee (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR 8 in terms of Rule 14 of the Companies(Appointment & Qualification of Directors) Rules, 2014 to the effect that he has not been disqualified under sub Section (2) of Section 164 of the Companies Act, 2013. The Nomination and Remuneration Committee at their meeting held on August 14 2025, has recommended and the Board of Directors of the Company has formed an opinion that aforesaid Whole Time Director fulfils the conditions specified in the Companies Act, 2013 for such an appointment. Hence the resolution is proposed to be passed as Special Resolution.

Apart from the said Whole Time Director and Mr. K.K. Agarwal, Mrs. Sanyog Agarwal, Mrs. Nidhi Agarwal, Mr. Rohan Agarwal and Ms. Sunandni Agarwal being relatives of appointee, none of the persons specified in Section 102 of the Companies Act, 2013 Directors, Key Managerial Personnel, Relatives of Directors & Key Managerial Personnel or the entities comprising the interest of Directors or Key Managerial Personnel, are concerned or interested in the above resolution financially or otherwise except to the extent of the shareholdings if any.

A statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 and in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 related to the appointment of Mr. Sandeep Agarwal as Managing Director as per item no. 3 of the Notice, are as under:

1. GENERAL INFORMATION:				
a) Nature of Industry	Textile Industry			
b) Date or expected date of commencement of commercial production	Running Industry.			
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the Prospectus.	Not Applicable.			
d) Financial performance based on given indicators		2024-25	2023-24	2022-23
	Net Profit	(6,399.04)	(5623.85)	(6043.36)
	Turnover	0.00	190.93	1793.85
e) Foreign investments or collaborators, if any	I. Foreign Investments as on 31.03.2025– Rs. 128.59 Lac. II. Collaboration as on 31.03.2025 -Nil			
II. INFORMATION ABOUT THE APPOINTEE:				
1) Name	Mr. Sandeep Agarwal			
2) Past Remuneration	NIL during the financial year			
3) Background Details	He is in the textile industry since long time and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies. The company had also received various recognition/certifications from different organization.			
4) Recognition or awards	None			
5) Job profile and his suitability	He is in the textile industry since long time and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies. The company had also obtained various recognition			

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	/certifications from different organizations. He is very meticulous in diversifying into value added Textile products in domestic market Under his leadership, the company has set up a nationwide distribution system for the Company's products. Under his acumen leadership and strong patience, the company is able to sail smoothly even in testing times.
6) Remuneration proposed	Rs. 1,00,00/- per month with increment upto 10% per annum due on April each year.
7) 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 for the appointee.
8) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	None
III. OTHER INFORMATION:	
1) Reasons of loss or inadequate profits	<p>The following constraints may responsible for low profitability and liquidity of the company :</p> <ul style="list-style-type: none"> • Rupee appreciation against USD, vis-à-vis the currencies of other competing countries like Bangladesh, Pakistan, Vietnam, China, etc., witnessed lower appreciation. • Significant increased input costs-raw material (Cotton)prices, Power & Fuel costs, etc. without commensurate increase in sales realizations. • Higher interest rates. <p>Besides above, the internal factors impacting the company's performance were shortage of working capital because of delay in receipt of TUFs subsidy/ other Government receivables and major outflow on account of exchange losses on derivative transactions, which severely curtailed the company's Cash inflow.</p> <p>The unsold stocks of cotton yarn and high cost cotton led to heavy cash losses and left the industry with no other choice but to cut down the production so as to cope up with the current challenges.</p>
2) Steps taken or proposed to be taken for improvement	No plans under consideration as company is under CIRP of IBC.
3) Expected increase in productivity and profits in measurable terms	No plans under consideration as company is under CIRP of IBC
IV. DISCLOSURES:	
<ul style="list-style-type: none"> • All elements of remuneration packages such as salary, benefits, bonuses, stock options pensions etc., of all directors; • Details of fixed component and performance linked incentives along with the performance criteria; • Service contracts, notice period, severance fees; • 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 2024-25.
Your Directors recommend the resolution as mentioned in Item No. 03 of the Notice for your approval by way of Special resolution.	

ITEM NO 4

As per the requirement of Section 204 of the Companies Act, 2013 and Companies (Appointment & Remuneration of Managerial personal) Rules 2014 and in terms of ICSI guidelines pertaining thereto and as per SEBI Notification no. SEBI/LAD-NRO/GN/2024/218 dated December 12 2024, company is required to appoint Peer reviewed Secretarial Auditors for the next five financial year i.e. 2025-26 to 2029-30 to conduct the Secretarial Audit. The Secretarial Audit Report has to be incorporated in the Board Report for the respective years. The Board of Directors has recommended the appointment of M/S. Reshi & Associates, FRN. JK536600 Company Secretaries, as Secretarial Auditors of the company which need to be approved by the Board for the financial year 2025-26 to 2029-30 w.e.f. 01.4.25 to 31.3.30 at a remuneration of Rs. 20,000 plus Out of pocket Expenses and GST P.A. and to be reviewed by the and by the Resolution professional appointed under IBC or Board of directors, as the case may be, every year, from time to time by way of Special resolution.

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

ITEM NO 5

It is related to appointment of M/S O. Aggarwal & CO. Chartered Accountants FRN 05755N, as recommended and appointed at the meeting of Board of directors at their meeting held on August 14 2025 under the chairmanship of Mr. Hemant Sharma, the IRP under IBC, 2016 as statutory Auditors of the company at a initially to fill up the casual vacancy created by the Resignation of present statutory auditors, at a Remuneration of Rs.1,00,000 P.A. plus Out of pocket Expenses and GST, including the Limited Review Reports for the four quarters as may be applicable from time to time, to be reviewed from time to time by the Resolution professional appointed under IBC or Board of directors, as the case may be, every year board of directors, to be appointed under Section 139 and other applicable provisions of Companies Act, 2013 and Rules made there under i.e. Companies (Audit and Auditors) Rules, 2014, SEBI LODR and under the various circulars/notifications issued by the SEBI and MCA from time to time, as Statutory Auditors of the company, to hold office for a further period of four years from the conclusion of 53th AGM till the conclusion of 57th AGM. The audit firm is Peer reviewed and having vast experience in all field with a team of highly educated professional.

ANNEXURE I

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for Remote e-voting.
2. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
3. Shareholders are provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
4. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
5. Shareholders are encouraged to join the Meeting through Laptops / I-Pads for better experience.
6. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
8. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ajaygupta@alpsindustries.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at ajaygupta@alpsindustries.com. These queries will be replied to by the company suitably by email.
9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS OF REMOTE E 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 SEBI (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 (C.P No. 3927) of M/s. Rajiv Khosla & Associates, Practicing Company Secretaries has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

3. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the company.

4. The results shall be declared on or after the AGM of the company. The results declared along with the scrutinizer's Report shall be placed on the company's website www.alpsindustries.com and on the website of CDSL immediately after the approval and declaration by the Chairman of the meeting and be communicated to BSE & NSE.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Saturday, September 27, 2025 at 10:00 A.M. and ends on Monday, September 29, 2025 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. Tuesday September 23, 2025 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 through VC/OVAM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants will be enabled. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on

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	<p>registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. : 022 - 4886 7000 and 022 - 2499 7000

Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

The shareholders should log on to the e-voting website www.evotingindia.com.

(III) Click on “Shareholders” Module.

(IV) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(V) Next enter the Image Verification as displayed and Click on Login.

(VI) 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.

(VII) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN Issued by Income Tax Department(Applicable for demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date Of Birth (DOB)	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. <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 (iv).

(VIII) After entering these details appropriately, click on “SUBMIT” tab.

(IX) Shareholders 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

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platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(X) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(XI) Click on the EVSN for the **-Alps Industries Limited-** on which you choose to vote.

(XII) 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.

(XIII) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(XIV) 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.

(XV) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(XVI) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(XVII) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(XVIII) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(XIX) Note for Non – Individual Shareholders and Custodians – Remote Voting

- 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 module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ajaygupta@alpsindustries.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(XX) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ajaygupta@alpsindustries.com / M/s. Alankit Assignments Ltd. e-mail id rta@alankit.com
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ajaygupta@alpsindustries.com / M/s. Alankit Assignments Ltd. e-mail id rta@alankit.com
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911

ROUTE MAP AND PROMINENT LANDMARK OF AGM VENUE AND ATTENDANCE SLIP

MCA vide its Circular No. 14/2020 and further Circular No. 02/2021 dated January 13, 2021 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the AGM through VC/OAVM, without the physical presence of the Members at Venue of the meeting. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the AGM conducted shall be deemed to be made at this venue.