

RAJIV KHOSLA & ASSOCIATES

PRACTISING COMPANY SECRETARY

M.Com FCS

B-56, Shalimar Garden, Chhabra Colony, Shalimar Housing Complex, Sahibabad, U.P.-201005
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To,
The Chairman of the
Annual General Meeting
Alps Industries Limited

Dear Sir,

SUB: Scrutinizer's Report On E-Voting Conducted Pursuant to the Provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015 and Postal Ballot Under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting/Postal Ballot.

I, Rajiv Khosla Proprietor of Rajiv Khosla & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Alps Industries Limited having its Registered office at 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad, U.P. (CIN No. L51109UP1972PLC003544) vide resolution dated May 30, 2018, pursuant to Section 108 of the Companies Act 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2015 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process, Postal Ballot (for Resolution No. 5) and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Forty Sixth Annual General Meeting of the Company held on on Friday August 31, 2018.

The Notice dated May 30, 2018 convening Annual General Meeting (AGM) of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company held on Friday, August 31, 2018.



The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by Postal Ballot (for Resolution No. 5) & physical ballot papers to the members who do not have access to e- voting facility/Postal Ballot.

The shareholders of the company holding shares as on the "Cut-off " date on Saturday , August 25, 2018 were entitled to vote on the proposed resolutions as set out from Item nos. 1 to 5 in the Notice of the 46th Annual General Meeting of Alps Industries Limited.

The voting period for e-voting commenced on Tuesday, August 28, 2018 at 10:00 A.M and ended on Thursday, August 30, 2018 at 5:00 P.M. and the CDSL e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the company. The members as on the cutoff date i.e. August 25, 2018 were considered for the purpose of voting rights for e-voting as well as in person at the AGM.

I have scrutinized and reviewed the voting through electronic means, Postal Ballot (Resolution No. 5) and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

I, now, submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

- 1. Resolution No. 1:-** To consider, approve and adopt the Audited Balance Sheet for the financial year ended on 31st March, 2018, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.



I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	1205	0.006
Physical	157	11505589	99.989
Total	161	11506794	99.995

II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Physical	3	6	0.005
Total	3	6	0.005

III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Ordinary resolution.**



Resolution No. 2:- To appoint a Director in place of Mr. K.K. Agarwal (DIN No. 00139252), Non Independent and Promoter Director, by rotation and being eligible, offers himself for re-appointment.

I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	1205	0.02
Physical	160	11505595	99.98
Total	164	11506800	100.00

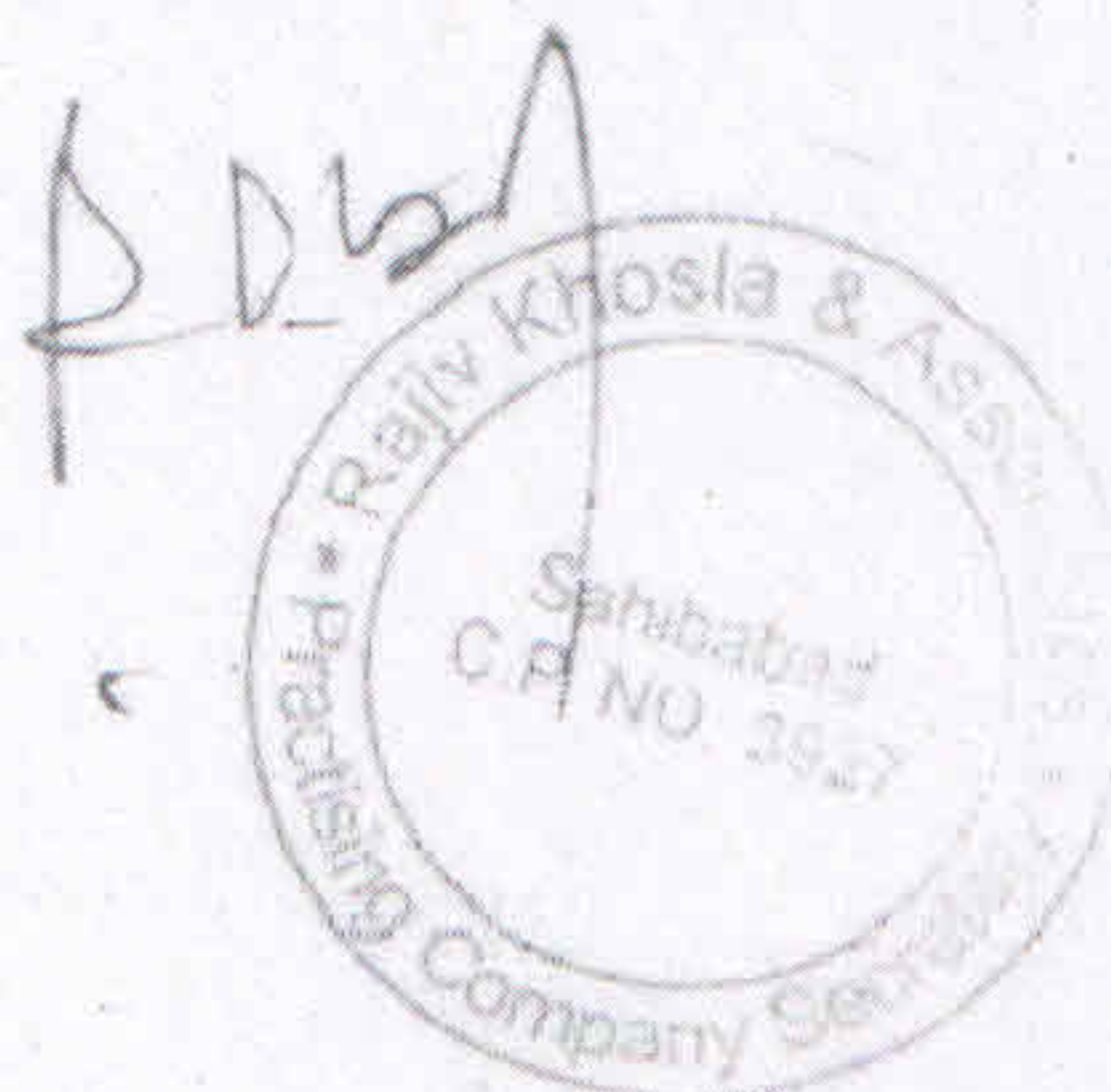
II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Physical	Nil	Nil	Nil
Total	Nil	Nil	Nil

III. Invalid votes:

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Ordinary resolution.**



Resolution No 3:- Related to appointment of M/s. Gaurav Gupta & Associates, Cost Accountant, Ghaziabad (Firm Regn. No. 104132) as Cost Auditors, from April 1, 2018 to March 31, 2019.

I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	1205	0.006
Physical	157	11505589	99.989
Total	161	11506794	99.995

II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Physical	3	6	0.005
Total	3	6	0.005

III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**



Resolution No 4:- Related to extension of the period of redemption from 9th and 10th year to 11th to 16th year from the original cut off date i.e. January 31 2009 of the 267,929,059 preference shares of Rs. 10 each in terms of the below mentioned provision of the re-work of CDR dated 4 May 2011:

1. Related to CRPS allotted under category A & B in favour of secured and unsecured Term Loan Lenders.
2. Related to CRPS allotted under category C & D in favour of unpaid & MTM Derivative Losses.

I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	1205	0.006
Physical	157	11505589	99.989
Total	161	11506794	99.995

II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Physical	3	6	0.005
Total	3	6	0.005



III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Physical	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

Resolution No. 5:-Related to the borrowing of the company and sale of Idle Fixed Assets under section 180 (1)(a) of the Companies Act 2013.

I. Voted in Favour of Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	4	1205	0.006
Postal Ballot	157	11505589	99.989
Total	161	11506794	99.995

II. Voted against the Resolution

	Number of members voted through electronic voting system and physical mode	Number of Votes cast (Shares)	% of total number of valid votes cast
E-voting	Nil	Nil	Nil
Postal Ballot	3	6	0.005
Total	3	6	0.005



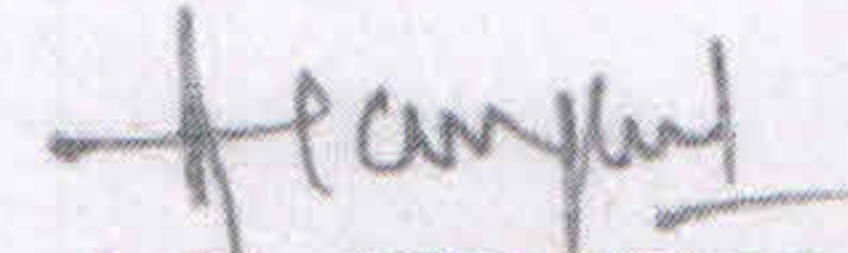
III. Invalid votes :

	Total number of members whose votes were declared invalid	Total number of Votes cast (Shares)
E-voting	NIL	NIL
Postal Ballot	NIL	NIL
Total	NIL	NIL

In view of above results the aforesaid resolution passed by way of **Special resolution.**

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

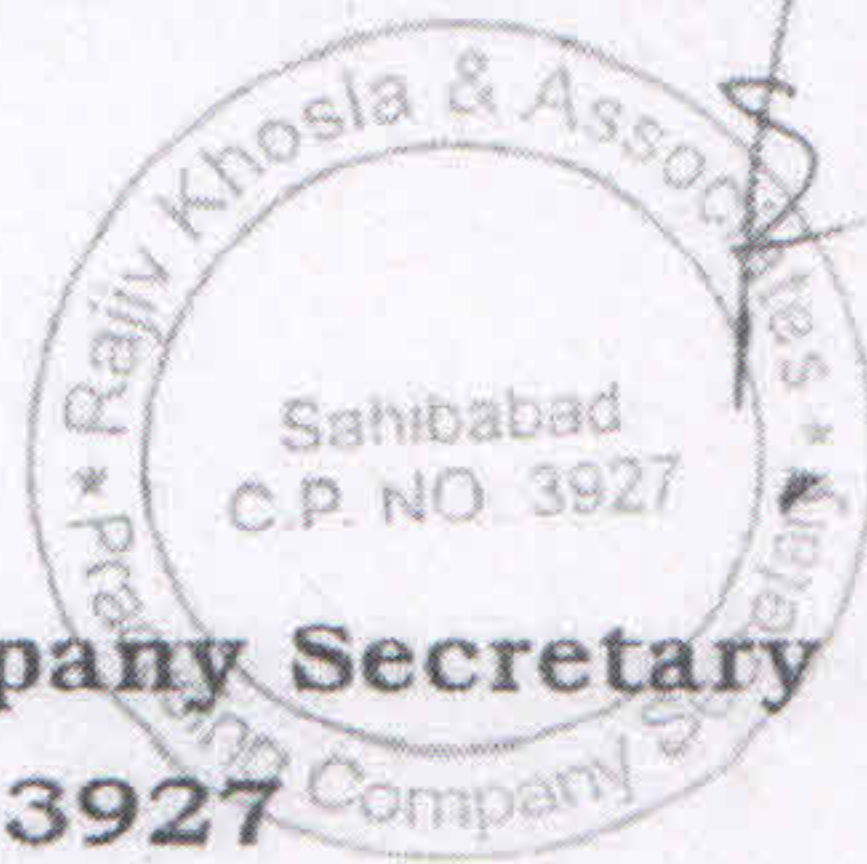
Thanking you,

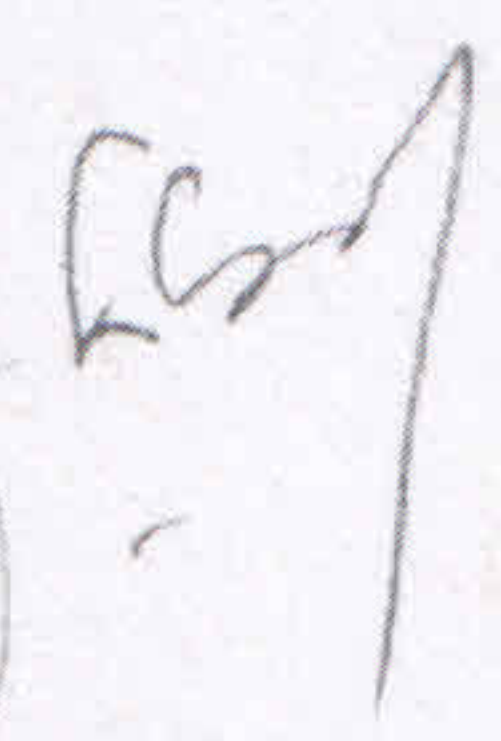

A.K. SINGHAL

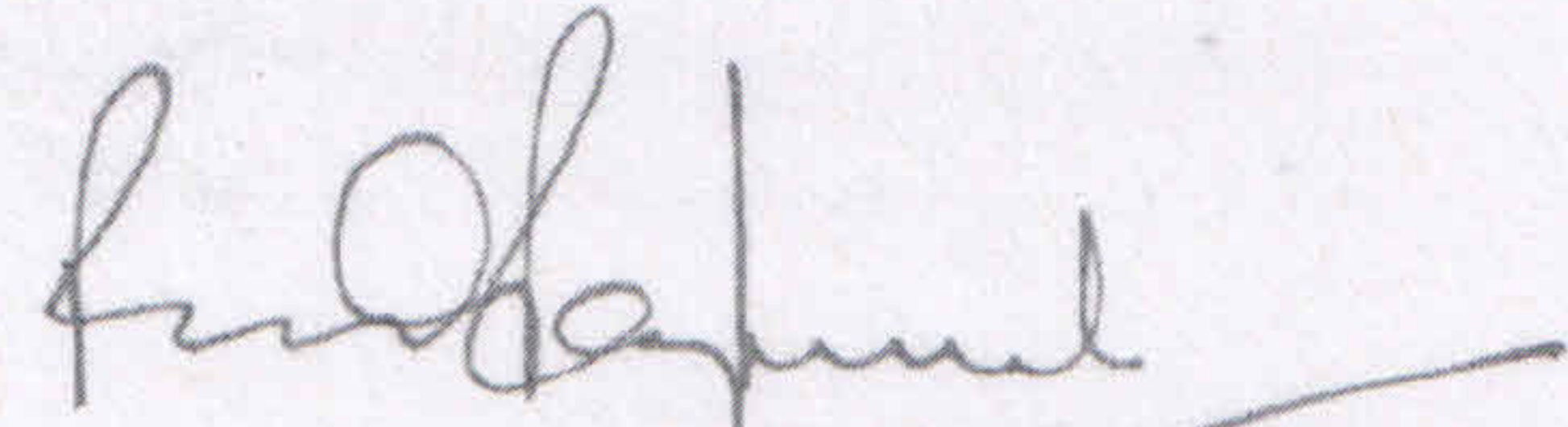
(Scrutinizer on behalf of the
Present members of the Company)

Approved, Accepted & Countersigned by
For Rajiv Khosla & Associates

Rajiv Khosla
Prop.
Practising Company Secretary
FCS: 5197, CP: 3927





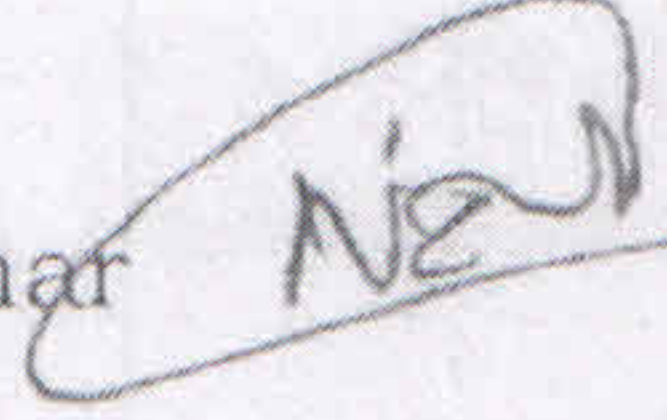



(Pramod Kumar Rajput)
(Chairman of the AGM)

Place: Ghaziabad

Dated: August 31, 2018

Witnessed by:-

1. Name & Signature : Mr. Narender Kumar  15-3/290, 1st floor, Sonis Khanna
Delhi-94
2. Name & Signature : Mr.  Bhardwaj
220A, Gali NO-6 Roem Nagar
Delhi-94