

Alps Industries Limited

REGD. / CORP. OFFICE

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

ALPS/09/SE12/2024-25

April 6, 2024

The Relationship Manager
Corporate Relationship Deptt.,
Bombay Stock Exchange Limited,
1st Floor New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, **Mumbai-400 001.**
Ph - 022-22728995
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SUB: Proceedings of 51st Annual General Meeting (AGM) of the Company held on 18th July, 2023.

Dear Sir,

This has reference to the Clarification sought vide e-mail dated April 06, 2024 for Proceedings of Annual General Meeting held on 18th Jul, 2023. We wish to bring in your kind knowledge that Company have filed the proceedings of annual general meeting with the name of minutes of Annual General Meeting on July 19, 2023.

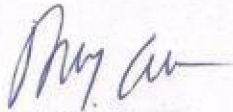
However now we are re-submitting the Proceedings of 51st Annual General Meeting (AGM) of the Company held on 18th July, 2023 as per requirement.

We hope, you will find the same in order for taking on record. If you need any more details/information please inform us or call on 9871692058 at any point of time.

Please let us know if any more information required

This is for your kind information please.
Thanking you

Yours faithfully,
For **ALPS INDUSTRIES LIMITED**



(Ajay Gupta)
Company Secretary
& Asstt. Vice President - Legal
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ALPS INDUSTRIES LIMITED

MINUTES OF THE 51ST ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, JULY 18, 2023, COMMENCED AT 03:00 P.M. AND CONCLUDED AT 04:00 P.M. THROUGH VIDEO CONFERENCING (VC) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.15-B, G.T. ROAD, CHAUDHARY MORH, GHAZIABAD, UP 201001

PRESENT:

MR. SANDEEP AGARWAL	Managing Director
MR. PRAMOD KUMAR RAJPUT	Executive Director (Through VC)
MR. VIKAS LAMBA	(Independent Director & Chairman of The Audit, Nomination & Remuneration And Stakeholder Relationship Committees) (Through VC)
MR. ARUN KUMAR PAL	Independent Director (Through VC)
MR. ARUN KUMAR BHATTER	Independent Director (Through VC)
MS. SHIKHA	Independent Woman Director (Through VC)
MR. RAJESH KUMAR GOVIL	Statutory Auditors- M/S. R.K Govil & Co(Through VC)
MR. RAJIV KHOSLA	Scrutinizer M/S. Rajiv Khosla & Associates Through VC
MEMBERS (THROUGH VC AS PER CDSL REPORT)	65 Members Representing 8995741 Equity Shares 4 Members Representing 8934226 Preference Shares
IN ATTENDANCE: MR. AJAY GUPTA	(Company Secretary & Asstt. Vice President Legal)

1. ELECTION OF CHAIRMAN

Mr. Sandeep Agarwal, Managing Director & Promoter of the company presided over as the Chairman of the meeting

2. QUORUM

The Company Secretary informed to the members of the company that the necessary minimum quorum of 30 members was present at the meeting through video conferencing. Hence the meeting was in order.

3. WELCOME NOTE BY COMPANY SECRETARY

Company Secretary welcomes the present panelist and shareholders at the AGM and also addresses the shareholders for convening the AGM through VC method as permitted by SEBI and MCA under their various circulars and notifications from time to time due to outbreak of COVID-19 pandemic. He also appreciates the efforts of members to get connected through VC and having easy access to approach the management of the company directly and conveniently moderated through M/s Alankit Assignment Limited.

4. INTRODUCTION OF PANELISTS

Company Secretary introduces the entire panelist like Managing Director, Auditors, Directors and Scrutinizer to the members of the company.



5. PRESENCE OF CHAIRMAN OF AUDIT COMMITTEE AND OTHER COMMITTEES

The Company Secretary informed to the members of the company that Mr. Vikas Lamba Independent director of the company being chairman of Audit Committee, Nomination and Remuneration committee and Stakeholder Relationship Committees and other committees has attended the meeting through VC.

6. REGISTER OF DIRECTOR'S SHAREHOLDINGS AND OTHER STATUTORY REGISTERS

The Company Secretary informed to the members of the company that the Register of Director's shareholdings, other statutory registers, Auditors Report and Secretarial Audit Report are available for inspection by the members of the company at the registered office of the company on prior information.

7. CONFIRMATION OF SCRUTINIZER

The Company Secretary informed to the members of the Company that **Mr. Rajiv Khosla, the Practicing Company Secretary** is present in the meeting through VC to act as the scrutinizer of the company to conduct the e-voting under Section 108 of the Companies Act 2013 and submit his report in terms of Rule 21 of the Companies (Management and Administration) Rules, 2014.

8. READING OF NOTICE, DIRECTORS' REPORT AND AUDITORS' REPORT.

As required under the Law, the Chairman of the meeting instruct the Company Secretary to read out the qualification in Auditors' Report on the Financial Statement for the financial year ended on March 31, 2023 and rest of documents be taken as read which include Notice of the meeting and Directors' Report as permitted by present members. Accordingly the qualification in Auditors' Report on the Financial Statement for the financial year ended on March 31, 2023 was read out by the Company Secretary.

9. CHAIRMAN'S SPEECH

The Company Secretary requested the Chairman to address the members of the Company. The Chairman addressed to the members and briefed them about the performance and various future plans of the Company.

10. E-VOTING FACILITY

The Company Secretary informed to the members about the provision of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Amendment Rules, 2014 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, and pursuant to the 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 and MCA circular no

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2/2022 dated 5th May, 2022 read with MCA Circular No. 10/2022 dated 28.12.2022 read with MCA circular no 2/2022 dated 5th May, 2022 issued by Ministry of Corporate Affairs and Rule 20(4)(v) of the Companies (Management and Administration) Rules 2014 on remote e voting and e voting at the AGM. The Company has extended Remote e-voting facilities through Central Depository Services (India) Limited, to members of the company from Saturday, July 15, 2023 at 10:00 A.M. and ends on Monday, July 17, 2023 at 5:00 P.M i.e. prior to the date of the General Meeting and e voting at the AGM in respect of business to be transacted at this Annual General Meeting. The Chairman then suggested to the members present through Video Conferencing and who were the members of the company and had not voted electronically through remote e voting, to cast their vote through e-voting after the conclusion of AGM. He further instructed to Mr. Rajiv Khosla, Practicing Company Secretary of M/s. Rajiv Khosla & Associates and Scrutinizer appointed, to monitor the process of E-voting.

11. INTERACTION SESSION

The Company Secretary invited the interaction opportunity to all the present members and few members express their concern on the performance of the company.

12. RESULT OF REMOTE E-VOTING AND E-VOTING AT THE AGM

The Scrutinizer directed to count the votes & sign and submit the result to the Chairman within the permitted time as per law. The Chairman further informed that upon completion of voting by e-voting by the Scrutinizer, results would be declared by Company to the Stock Exchange and would also be placed on the website of the Company as specified under the Companies Act 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. He also intimated that the report of scrutinizer on remote e-voting and e-voting at the AGM would be available for inspection at the registered office of the Company.

ORDINARY BUSINESS

13. ADOPTION OF FINANCIAL STATEMENTS, DIRECTORS' REPORT AND AUDITORS REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023.

The Company Secretary informed to the members of the Company that Item No.1 of the Notice is related to adoption of the Balance Sheet for the financial year ended on 31.03.2023, Profit & Loss Account for the year ended on that date, Cash flow and the report of the Board of Directors and Auditors thereon.

The Chairman declared the following resolution passed with requisite majority, as **Ordinary Resolution** by e-voting as per details given below:

I Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity	Preference	Equity	Preference	Equity	Preference

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	Shares	shares	Shares	shares	Shares	shares
E-voting	85	04	9466829	8934226	99.95%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	85	04	9466829	8934226	99.95%	100%

II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	8	0	4497	0	0.05%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	8	0	4497	0	0.05%	0

"**RESOLVED THAT** the Report of the Board of Directors and the Audited Balance Sheet and the statement of Profit & Loss account, Cash flow for the financial year ended March 31, 2023 along with Auditors' Report thereon be and are hereby approved and adopted."

14. RE APPOINTMENT OF MR. SANDEEP AGARWAL (DIN: 00139439), NON-INDEPENDENT AND EXECUTIVE PROMOTER DIRECTOR AND MANAGING DIRECTOR, RETIRES BY ROTATION

The Company Secretary informed to the members of the Company that Item No. 2 of the Notice is related to re-appointment of Mr. Sandeep Agarwal (DIN: 00139439), Non-Independent and Executive Promoter Director and Managing Director, liable to retire by rotation and who offers himself for the re-appointment.

The Chairman declared the following resolution passed with requisite majority, as **Ordinary Resolution** by E-voting as per details given below:-

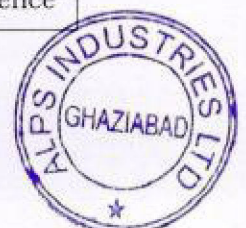
I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	84	04	9466804	8934226	99.95%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	84	04	9466804	8934226	99.95%	100%

II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity	Preference	Equity	Preference	Equity	Preference

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	Shares	shares	Shares	shares	Shares	shares
E-voting	9	0	4522	0	0.05%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	9	0	4522	0	0.05%	0

“RESOLVED THAT Mr. Sandeep Agarwal (DIN: 00139439), Non-Independent and Executive Promoter Director designated as Managing Director, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as Non-Independent and Executive Promoter Director designated as Managing Director of the Company liable to retire by rotation as per Section 152 and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions as may be applicable under Companies Act 2013”.

SPECIAL BUSINESS

15. RE-APPOINTMENT OF MR. PRAMOD KUMAR RAJPUT, (DIN: 00597342), NON INDEPENDENT AND EXECUTIVE DIRECTOR, FOR A FURTHER PERIOD OF THREE YEARS W.E.F 28-07-2024 TO 27-07-2027.

The Company Secretary informed to the members of the Company that Item No. 3 of the Notice is related to re-appointment of Mr. Pramod Kumar Rajput, (DIN: 00597342) as Managing Director for a further period of Three Years w.e.f 28-07-2024 to 27-07-2027.

The Chairman declared the following resolution passed with requisite majority, as **special Resolution** by E-voting as per details given below:-

I. Voted in Favour of Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	82	04	9460574	8934226	99.89%	100%
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	82	04	9460574	8934226	99.89%	100%

II. Voted against the Resolution

Type of voting	Number of members voted through electronic system		Number of Votes cast (Shares)		% of total number of valid votes cast	
	Equity Shares	Preference shares	Equity Shares	Preference shares	Equity Shares	Preference shares
E-voting	11	0	10752	0	0.11%	0
Physical	Not applicable due to VC meeting only as per MCA Circulars.					
Total	11	0	10752	0	0.11%	0

Handwritten signature/initials



“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 including NCLT as may be applicable, Mr. Pramod Kumar Rajput be and is hereby re- appointed as Executive Director of the Company for a period of three years w.e.f. July 28, 2024 on the following terms and conditions, as per rules of the Company, as are set out in the draft Agreement, to be entered into between the Company and Mr. Pramod Kumar Rajput:

a) Salary : 1,25,000/- per month in the scale of with annual increment @ 10% applicable on 28 July every year 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 197 of the Companies Act, 2013.

b) Perquisites: Leave travel concessions (LTC) as per rules of the Company.

c) 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 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, 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.

“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 V to the Companies Act, 2013 as may be agreed between the Board of Directors and Mr. Pramod Kumar 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, 2024 the Company has no profits or its profits are inadequate, the Company may pay to Mr. Pramod Kumar Rajput, the remuneration by way of salary, perquisites and

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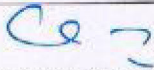
other allowances within the limit specified above, subject to the approval of the Central Government under section II of part II of Schedule V of the Companies Act, 2013 as amended vide MCA circular dated September 12, 2018 abating the requirement to obtain the approval subject to conditions as mentioned therein.

"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 and regulations framed there under."

16. VOTE OF THANKS.

The meeting concluded at 4:00 P.M. which was commenced at 03:00 P.M with a vote of thanks to the Chair.

PLACE: GHAZIABAD
DATE: JULY 19, 2023


SANDEEP AGARWAL
(CHAIRMAN OF THE MEETING)

