

# NOTICE

**NOTICE** is hereby given that the **32<sup>nd</sup> Annual General Meeting** of the members of **ALOK INDUSTRIES LIMITED (CIN: L17110DN1986PLC000334)** will be held on **Tuesday** the **24<sup>th</sup>** day of **December, 2019** at **12.00 Noon** at Alok Public School, Alok City, Silvassa-Khanvel Road, Silvassa – 396230, Union Territory of Dadra and Nagar Haveli, to transact the following business:

## **ORDINARY BUSINESS:**

### **Item No. 1 – Adoption of Audited Standalone Financial Statements**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

### **Item No. 2 – Adoption of Audited Consolidated Financial Statements**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

### **Item No. 3 – Appointment of Mr.Ashok B. Jiwrajka, who retires by rotation as a Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) read with relevant provisions of the Articles of Association of the Company and subject to such sanctions as may be necessary, Mr. Ashok B. Jiwrajka (DIN: 00168350), who was already serving the Company as its Director with effect from 29<sup>th</sup> September, 2017 and whose term of office expires at this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has pursuant to Section 160 of the Act received a notice in writing proposing his candidature for the office of Director, is hereby appointed as Director, liable to retire by rotation.”

### **Item No. 4 – Appointment of Mr.Dilip B. Jiwrajka, who retires by rotation as a Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, of the Companies Act, 2013, and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) read with relevant provisions of the Articles of Association of the Company and subject to such sanctions as may be necessary, Mr. Dilip B. Jiwrajka (DIN: 00173476), who was already serving the Company as its Director with effect from 29<sup>th</sup> September, 2017 and whose term of office expires at this Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has pursuant to Section 160 of the Act received a notice in writing proposing his candidature for the office of Director, is hereby appointed as Director, liable to retire by rotation.”

**SPECIAL BUSINESS:**

**Item No.5- Ratification of remuneration of the Cost Auditors**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Monitoring Committee and as set out in the Statement annexed to the Notice convening this Meeting, to be paid to the Cost Auditors appointed by the Monitoring Committee, to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Monitoring Committee has all powers under the Code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution.”

**K. H. Gopal**  
Company Secretary

Mumbai, November 22, 2019

**Registered Office:**

17/5/1 & 521/1, Village Rakholi / Saily,  
Silvassa – 396 230, Union Territory of Dadra & Nagar Haveli  
CIN: L17110DN1986PLC000334  
Website: [www.alokind.com](http://www.alokind.com) E-mail: [info@alokind.com](mailto:info@alokind.com)  
Tel No.0260-6637000; Fax No.0260-2645289

## NOTES:

1. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (the Act), relating to the Special Business to be transacted at the Annual General Meeting (Meeting) is annexed hereto and forms part of this Notice.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.  

Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.
3. Attendance slip, proxy form and route map of the venue of the Meeting are annexed hereto.
4. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant board resolution together with the specimen signatures of their representative(s) authorised under the said board resolution to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from 18<sup>th</sup> December, 2019 to 24<sup>th</sup> December, 2019, both days inclusive, for the purpose of Annual General Meeting.
6. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user Id and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
7. In terms of the provisions of Section 152 of the Act, Mr. Ashok B. Jiwrajka and Mr. Dilip B. Jiwrajka, Directors, retire by rotation at the Meeting.
8. Mr. Ashok B. Jiwrajka and Mr. Dilip B. Jiwrajka are interested in the Ordinary Resolutions set out at Item Nos. 3 and 4, respectively, of the Notice with regard to their re-appointment. Mr. Surendra B. Jiwrajka-Director and their relatives employed with the company, being related to Mr. Ashok Jiwrajka and Mr. Dilip Jiwrajka may be deemed to be interested in the resolution set out at Item No.3 and 4 of the Notice. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / Resolution Professional / their relatives are in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos.3 and 4 of the Notice.
9. Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings, particulars of the Directors seeking re-appointment at the Annual General Meeting are provided in the "Annexure" to the Notice.
10. Members/ Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

12. Members are requested to notify immediately any change of their address:
  - (a) To their Depository Participants (DPs) in respect of their electronic share accounts, and
  - (b) To the Company at its Registered Office address or Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company at M/s. Link Intime India Private Limited C-101, 247 Park, LBS Marg, Vikhroli (West) Mumbai-400083, India, Tel: +91 022 49186000, Fax: +91 022 49186060, in respect of their physical shares, if any, quoting their folio nos.
13. Shareholders who have not so far encashed their dividend warrants/ demand drafts for the financial year ended 30<sup>th</sup> September, 2013 may immediately approach the Company for revalidation of unclaimed dividend warrants/ demand drafts. Information in respect of the unclaimed dividend as on the date of the previous AGM of the Company held on 27<sup>th</sup> December, 2018 has been uploaded on the website of the Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)) and on the website of the Company ([www.alokind.com](http://www.alokind.com)). Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares for which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 123 of the Act and the applicable law.
14. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
15. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2012-13 and thereafter to IEPF:

Financial year ended	Date Declaration	Due date for Transfer to IEPF
30.09.2013	27.12.2013	01.02.2021

16. The Securities and 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 / Registrars and Transfer Agents, M/s. Link Intime India Private Limited.
17. Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's R&TA at the aforesaid address. Members holding shares in electronic form may obtain nomination forms from their respective depository participant.
18. Members are advised to submit their Electronic Clearing Service (ECS) mandates to the Company's R&TA at their aforesaid address to facilitate remittance by means of ECS.
19. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which include remote e-voting and business set out in the Notice will be transacted through such voting. Company has appointed Central Depository Services (India) Limited (CDSL) as Depository for providing remote e-voting facility to its Members.

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting and who have not cast their vote by remote e-voting can exercise their voting right at the meeting through ballot paper.

The members who have cast their vote by using remote e-voting may also attend the AGM but shall not be entitled to cast their vote again at the Meeting.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 21<sup>st</sup> December, 2019 (10.00 am) to 23<sup>rd</sup> December, 2019 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18<sup>th</sup> December, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members

- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
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"> <li>• 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).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members 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 relevant <Company Name> 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 changed 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the

instructions as prompted by the mobile app while voting on your mobile.

- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (xxii) The voting rights of members shall be as per the number of equity shares held by the Member(s) as on 18<sup>th</sup> December, 2019 being the cut-off date and as per the register of members of the Company. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- (xxiii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18<sup>th</sup> December, 2019 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (xxiv) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (xxv) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (xxvi) Mr. Virendra G. Bhatt, Practicing Company Secretary (Membership No. 1157) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xxvii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xxviii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxix) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.alokind.com](http://www.alokind.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited & National Stock Exchange of India Limited, Mumbai.
20. Members desiring any information as regards to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

## **IMPORTANT COMMUNICATION TO MEMBERS**

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that the service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail address, so far, are requested to register their e-mail address in respect of electronic holdings with the Depository through their concerned Depository Participants. We are sure, that as a responsible citizen, you will wholeheartedly support this initiative and will co-operate with the Company in implementing the same.

## **Statement Pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)**

The following Statement sets out the material facts relating to the Special Business mentioned in Notice:

### **Item No. 5**

The Monitoring Committee Professional has approved the appointment of M/s. B.J.D. Nanabhoy & Co, Cost Accountants, as Cost Auditors to conduct the audit of the cost accounts maintained by the Company for the financial year ending 31<sup>st</sup> March, 2020 and be paid remuneration of Rs.86,000/- p.a. as also the payment of goods and service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit of the Company.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at item no. 5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2020.

The Monitoring Committee recommends the approval of the remuneration payable to M/s. B.J.D. Nanabhoy & Co, Cost Accountants for conducting the cost audit and passing of the resolution set out at Item no. 5 of the Notice.

None of the Directors or Key Managerial Personnel or members of the Monitoring Committee or their relatives are in any way concerned or interested in the passing of the resolution set out at Item no. 5 of the Notice.



# ANNEXURE TO THE NOTICE

## Details of Directors retiring by rotation/seeking re-appointment at the Meeting:

### Mr. Ashok B. Jiwrajka:

Age	69 years
Qualification	B.Com
Experience (including expertise in specific functional area)/ Brief Resumes	Experience of over four decades in textiles industry.
Terms and Conditions of Re-appointment	Director of the Company liable to retire by rotation.
Remuneration drawn (including sitting fees, if any)	Rs. 3,83,429/-
Date of first appointment on the Board	March 12, 1986
Shareholding in the Company as on March 31, 2019	14844206 equity shares
Relationship with other Directors/Key Managerial Personnel	Related to Mr. Dilip Jiwrajka and Mr. Surendra Jiwrajka, both brothers.
Number of meetings of the Board attended during the financial year (2018-19)	Nil
Directorship of other Boards as on March 31, 2019	Alok Infrastructure Limited Alok Knit Exports Limited Ashok Realtors Private Limited Kesham Developers & Infotech Private Limited (under liquidation) Springdale Information and Technologies Pvt. Ltd. (under liquidation)
Membership/ Chairmanship of Committees of other Boards as on March 31, 2019	Nil

### Mr. Dilip B. Jiwrajka:

Age	63 years
Qualification	B.Com
Experience (including expertise in specific functional area)/ Brief Resumes	Experience of over four decades in textiles industry.
Terms and Conditions of Re-appointment	Director of the Company liable to retire by rotation.
Remuneration drawn (including sitting fees, if any)	Rs. 3,83,429/-
Date of first appointment on the Board	March 12, 1986
Shareholding in the Company as on March 31, 2019	1005973 equity shares
Relationship with other Directors/Key Managerial Personnel	Related to Mr. Ashok Jiwrajka and Mr. Surendra Jiwrajka, both brothers.
Number of meetings of the Board attended during the financial year (2018-19)	01
Directorship of other Boards as on March 31, 2019	Alok Infrastructure Limited Alok Knit Exports Limited Aurangabad Textiles & Apparel Parks Limited Kesham Developers & Infotech Private Limited (under liquidation) Springdale Information and Technologies Pvt. Ltd. (under liquidation)
Membership/ Chairmanship of Committees of other Boards as on March 31, 2019	Nil