

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of **ALOK INDUSTRIES LIMITED** (“the Company”) will be held on **Friday, the 22nd day of September, 2023 at 12:30 p.m. at Victory Hall, Damanganga Valley (DGV) Resorts, Opp. Vandhara Garden, Naroli Road, Silvassa – 396 230, Union Territory of Dadra and Nagar Haveli**, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2023 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

- a) **“RESOLVED THAT** the audited standalone financial statement of the Company for the Financial Year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”
- b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. V. Ramachandran, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. V. Ramachandran (DIN: 02032853), who retires by rotation at this Meeting be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditors for the Financial Year ending 31st March, 2024 and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions 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 Board of Directors and set out in the Statement annexed

to the Notice, be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the Financial Year ending 31st March, 2024, be and is hereby ratified.”

4. To approve increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the Members at the 27th Annual General Meeting of the Company held on 27th December, 2013, and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to borrow any sum(s) of money(ies) from time to time, at its discretion, for the purpose of the business of the Company, which together with the money(ies) already borrowed and remaining outstanding (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed at any point of time, the aggregate of its paid-up share capital, free reserves and securities premium by a sum not exceeding ₹26,000 Crore (Rupees Twenty Six Thousand Crore Only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including fixing the terms and conditions of all such money(ies) to be borrowed from time to time as to interest, repayment, security or otherwise, finalizing and executing necessary agreement(s) and such other documents as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. To approve creation of mortgage, hypothecation and/or charge under Section 180(1)(a) of the Companies Act, 2013 and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the resolution passed by the Members at the 27th Annual General Meeting of the Company held on 27th December, 2013, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) to create mortgage, hypothecations and/or charge, on all or any moveable/ immoveable properties or other assets of the Company wherever situated, both present and future, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, comprising the whole or substantially the whole of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s), Trustee(s) or any other person(s), for securing the borrowings of the Company by way of loans (in foreign currency and/ or Indian currency) and securities (comprising of fully/ partly Convertible Debentures and/ or Non-Convertible Debentures and/ or other debt instruments), issued/to be issued by the Company, from time to time, subject to the limits as approved by the Members of the Company under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other money(ies) payable by the Company in terms of the Loan Agreement(s)/ Debenture Trust Deed(s)/ Security document(s) or any other document(s)/ agreement(s), entered into/to be entered into between the Company and the Lender(s), Agent(s), Trustee(s) or any other person(s), in respect of the said loans/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of

security as may be stipulated in that behalf and agreed to between the Board and the Lender(s), Agent(s), Trustee(s) or any other person(s);

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required to give effect to this resolution including finalizing and executing necessary documents/ deeds/ writings/ papers/ agreements as may be required, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. To approve Material Related Party Transactions of the Company and in this regard, to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder, other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) in terms of the explanatory statement to this resolution and more specifically set out in Table nos. A1 and A2 in the explanatory statement to this resolution on the respective material terms & conditions as set out in each of Table nos. A1 and A2;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby

authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/ executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For **Alok Industries Limited**

Hitesh Kanani
Company Secretary and
Compliance Officer
Membership No.: F6188

Place: Mumbai
Date: 22nd August, 2023

Registered Office:

Survey Nos. 17/5/1 & 521/1,
Village Rakholi/ Saily, Silvassa – 396 230,
Union Territory of Dadra and Nagar Haveli.
CIN: L17110DN1986PLC000334
Website: www.alokind.com
E-mail: investor.relations@alokind.com
Tel No.: 0260-6637001

NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relating to the Special Business to be transacted at the Annual General Meeting (“AGM”/ “Meeting”) is annexed hereto.
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.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in 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 proxy and such person shall not act as a proxy for any other person or Member. The proxy holder shall prove his identity at the time of attending the Meeting.

3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. V. Ramachandran, retires by rotation as a Director at this Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment. Mr. V. Ramachandran and his relatives shall be deemed to be interested in the Ordinary Resolution set out at Item No.2 of the Notice with regard to his re-appointment. Save and except above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out at Item No. 2 of the Notice.
5. A detailed profile of Mr. V. Ramachandran along with additional information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice.
6. In compliance with the Ministry of Corporate Affairs (“MCA”) Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Registrar and Transfer Agent (RTA)/ Depository Participants (DPs)/ Depositories. Members whose e-mail address is not registered with the Company/ DPs/ RTA/ Depositories, physical copies of Annual Report 2022-23 are being sent by the modes permitted under the Act. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website and can be accessed through the link: <https://www.alokind.com/annualreport.html> and 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 on the website of NSDL at <https://www.evoting.nsdl.com>.
7. For receiving all communication (including Annual Report) from the Company electronically:
 - a) Members holding the shares in physical mode and who have not registered/ updated their e-mail address with the Company are requested to register/ update the same by writing to the Registrar and Transfer Agent of the Company viz. Link Intime India Private Limited (“Link Intime” or “RTA”), C-101,

247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 Tel: (022) 4918 6270, Fax: (022) 4918 6060, e-mail: rnt.helpdesk@linkintime.co.in.

- b) Members holding the shares in dematerialized mode are requested to register/ update their e-mail address with the relevant Depository Participant.
8. Institutional/ Corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) intending to send their authorized representative(s) to attend the Meeting are required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/ Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) at bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Such authorization shall contain necessary authority in favour of its authorized representative(s).
9. Members/ Proxies/Authorized Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report.
10. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
11. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and other documents as referred in the Notice are available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and National Holidays upto the date of the AGM.
13. MCA has notified provisions relating to unpaid/ unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). As per these Rules, dividends which are not encashed/ claimed by the Member for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF") Authority. The IEPF Rules also mandate the companies to transfer the shares of members whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. The voting rights on shares transferred to IEPF shall remain frozen until the rightful owner of such shares claims the shares.
14. The Company has transferred the unpaid/ unclaimed dividends declared, from time to time, to the IEPF Authority established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the Company's website and can be accessed through the link: https://www.alokind.com/Investor_Relations-pdf/Shareholders_Information/IEPF/Unclaimed_Equity_Dividend_Amount_Transferred_to_IEPF.pdf and have also been uploaded on the website of the IEPF Authority at www.iepf.gov.in. Further, the Company has also transferred to the IEPF Authority all the shares in respect of which dividend had remained unpaid/ unclaimed for seven consecutive years or more as on the due date of transfer. Details of the shares so far transferred to the IEPF Authority are available on the Company's website and can be accessed through the link: https://www.alokind.com/Investor_Relations-pdf/Shareholders_Information/IEPF/List_of_Shares_transferred_to_IEPF.pdf. The said details have also been uploaded on the website of the IEPF Authority at www.iepf.gov.in. Members may note that the shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.
15. Members of the Company whose unclaimed dividend or the shares associated therewith have been transferred by the Company to the IEPF Authority in compliance with the statutory requirements as aforesaid, may visit the Company's website at https://www.alokind.com/Investor_Relations-pdf/Shareholders_Information/IEPF/Procedure_for_Claim_from_IEPF.pdf to understand the procedure in detail along with the supporting documents to be provided for claiming back the said unclaimed dividend or the shares from IEPF Authority.
16. Members are requested to address all correspondences, including shareholding related documents and dividend matters to the Company's RTA.
17. In accordance with the provisions of Schedule VI of Listing Regulations, the Company had opened a Demat Suspense Account with National Securities Depository Limited and as on 31st March, 2023, 30,540 Equity Shares are lying in the said account. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - For shares held in electronic form: to their DP and changes intimated to the DP will then be

automatically reflected in the Company's records which will help the Company and RTA to provide efficient and better service to the members. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsd.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsd.com/instademat-kyc-nomination/#/login>.

- For shares held in physical form: Pursuant to SEBI circulars, members are requested to furnish PAN, postal address, email address, mobile number, specimen signature, bank account details and nomination by submitting to RTA the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes/ updation thereof	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR -2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR -3
6.	Request for issue of Duplicate Certificate and other Service Requests (Refer Point No. 19 below)	ISR -4
7.	Request for Transmission of Securities by Nominee or Legal Heir	ISR -5

The aforesaid forms are available on the Company's website and can be accessed through the link: <https://www.alokind.com/shareholder.html>.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of

which is available on the Company's website and can be accessed through the link: https://www.alokind.com/Investor_Relations-pdf/Shareholders_Information/Downloads/Form_ISR-4.pdf and on the website of the Company's RTA and can be accessed through the link: <https://linkintime.co.in/downloads.html>. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated 24th January, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

20. In compliance with the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023, the Company had sent letters to its Members, who were holding shares in physical form, intimating about the requirement to furnish valid PAN, KYC and Nomination details. The last date for providing the above information is 30th September, 2023, failing which such folios shall be frozen by RTA. If any such folio(s) continues to remain frozen as on 31st December, 2025, the same shall be referred by RTA/ Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. The Members are advised to update their PAN, KYC and Nomination details at the earliest.

In compliance with SEBI (letter no. SEBI/HO/OIAE/2023/03391 dated 27th January, 2023), in order to enhance investor awareness, the Company through its RTA had communicated to its Members, who were holding shares in physical form, via SMS and email, about the availability of Dispute Resolution Mechanism at Stock Exchanges against the Company/ RTA along with the weblinks for accessing the same.

21. Non-Resident Indian Members are requested to inform the Company/ Link Intime (if shareholding is in physical mode)/ respective DPs (if shareholding is in demat mode), immediately of:
 - a) change in their residential status on return to India for permanent settlement; and
 - b) particulars of their bank account maintained in India with account type, account number, name and address of the bank with pin code number, if not furnished earlier.


NOTICE

22. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 15th September, 2023 by sending e-mail on investor.relations@alokind.com. The same will be replied by the Company suitably.
23. Shareholders' Referencer giving guidance on securities related matters is available on the Company's website and can be accessed through the link: https://www.alokind.com/Investor_Relations-pdf/Shareholders_Information/Downloads/Shareholders_Referencer.pdf
24. **(A) PROCEDURE FOR REMOTE E-VOTING:**
- i. Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules made thereunder and Regulation 44 of Listing Regulations, as amended, read with circular dated 9th December, 2020 of SEBI on e-voting facility provided by listed entities, the Company is providing e-voting facility of National Securities Depository Limited ("NSDL") to its Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means ("**remote e-voting**").
 - ii. The remote e-voting facility will be available during the following period:
 - **Commencement of e-voting:** 09:00 a.m. (IST) on Monday , 18th September, 2023
 - **End of e-voting:** 05:00 p.m. (IST) on Thursday, 21st September, 2023.

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th September, 2023.
 - iii. The Board of Directors has appointed Mr. Virendra G. Bhatt, Company Secretary in Practice, (Membership No.: A 1157; Certificate of Practice No.: 124) or failing him Ms. Indrabala Javeri, Company Secretary in Practice, (Membership No.: A 2209, Certificate of Practice No.: 7245) as Scrutinizer to scrutinize the process of remote e-voting and voting at the AGM, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
 - iv. The manner of voting by Individual members holding shares of the Company in demat mode, Members other than individuals holding shares of the Company in demat mode, Members holding shares of the Company in physical mode and Members who have not registered their e-mail address, is explained in the instructions given herein below.
- (B) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**
- Once the Member has exercised the vote, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- How do I vote electronically using NSDL e-voting system?**
- The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:
- Step 1: Access to NSDL e-voting system**
- A) Login method for e-voting for Individual Members holding securities in demat mode:**
- In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual Members holding securities in demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added 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 i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If you are 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 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 held 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/ Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 voting during the meeting. Additionally, there are 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. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN 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 evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Members 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 022 - 4886 7000 and 022 - 2499 7000.
Individual Members 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 toll free no. 1800 22 55 33.

B) Login method for e-voting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding the shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold the shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

- i. If your e-mail ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for

shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

- ii. If your e-mail ID is not registered, please follow steps mentioned below in **process for those members whose e-mail ids are not registered**.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/ Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. **Institutional/ Corporate members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney/ Authority Letter, etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhattvirendra1945@yahoo.co.in with a copy marked to evoting@nsdl.co.in. Institutional/ Corporate members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-voting” tab in their login.**

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena, Deputy Manager at evoting@nsdl.co.in.

C) Process for those members whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode please provide Folio No., Name of Member, scanned copy of the share certificate (front and back) or Letter of Confirmation, PAN (self-attested scanned copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to rnt.helpdesk@linkintime.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 investor.relations@alokind.com or RTA at rnt.helpdesk@linkintime.co.in. If you are an Individual Member holding shares in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-voting for Individual Members holding shares in demat mode.**
3. Alternatively, Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual Members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

NOTICE

OTHER INFORMATION RELATED TO VOTING

25. The facility for ballot/ polling paper shall be made available at the AGM and the Members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot/ polling paper.
26. Members 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.
27. Any person, who acquires the shares of the Company and becomes Member of the Company after dispatch of the Notice and holding the shares as of the cut-off date i.e. 15th September, 2023 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
28. 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 i.e. 15th September, 2023 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting at the AGM through ballot paper. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.
29. The Scrutinizer shall after the conclusion of voting at the AGM, first scrutinize 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 and submit, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
30. The results of voting shall be declared within two working days of the conclusion of the AGM of the Company and subject to receipt of requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the Meeting, 22nd September, 2023.
31. The results declared along with the consolidated scrutinizer's report will be available on Company's website at www.alokind.com and on NSDL's website at www.evoting.nsdl.com. The results shall simultaneously be communicated to BSE Limited and National Stock Exchange of India Limited.

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

The following Statement sets out the material facts relating to Item No. 3 to 6 mentioned in accompanying Notice:

Item No. 3

Ratification of remuneration of the Cost Auditors for the Financial Year ending 31st March, 2024:

The Board of Directors has, approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2024, as per the following details:

Name of the Cost Auditor	Industry	Cost Audit Fee (in ₹)
B.J.D. Nanabhoy & Co.	Plastics, Polymers and Textiles	₹ 1,13,850

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Rules made thereunder, the remuneration payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2024 by passing an Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 of this Notice for ratification by the Members.

Item No. 4

Approval for increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company shall with the consent of the members of the Company by way of Special Resolution, borrow money(ies) in excess of the aggregate of paid-up share capital, free reserves and securities premium apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

At the 27th Annual General Meeting of the Company held on 27th December, 2013, the Members of the Company pursuant to the provisions of Section 180(1)(c), authorized the Board of Directors of the Company to borrow from time to time a sum of money (apart from temporary loans obtained from bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company, free reserves and securities premium, provided that, the sums

of money(ies) so borrowed and remaining outstanding at any time shall not exceed ₹ 16,500 Crore (Rupees Sixteen Thousand Five Hundred Crore Only).

In view of the business requirements of the Company, the Board of Directors of the Company at their meeting held on 19th July, 2023, had approved, to borrow money from any Banks/ Financial Institutions/ bodies corporate/ other bodies/ entities/ persons upto an amount not exceeding ₹26,000 Crore (Rupees Twenty-Six Thousand Crore Only), outstanding at any point of time in excess of the aggregate of the paid-up capital, free reserves and securities premium subject to the approval of the Members of the Company.

It is therefore proposed to seek approval of Members authorizing the Board of Directors of the Company to borrow money(ies) upto ₹26,000 Crore, outstanding at any point of time, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company in terms of Section 180(1)(c) of the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5

Approval for creation of mortgage/ hypothecation and/or charge under Section 180(1)(a) of the Companies Act, 2013:

As per the provisions of Section 180(1)(a) of the Act, the Board of Directors shall not except with the consent of the members of the Company by way of Special Resolution sell, lease or otherwise dispose of the whole or substantially whole of the undertaking(s) of the Company.

Creation of mortgage/ hypothecations and/or charge, in favour of the Lender(s), Agents(s), Trustee(s) or any other person(s), on all or any moveable/immoveable properties and other assets of the Company wherever situated, both present and future, as and when necessary, to secure any Loan (Rupee/ foreign currency loan), or money raised through debt securities issued/ to be issued, with the power to take over the management of the business, is regarded as disposal of the Company's whole or substantially the whole of the undertaking(s) within the meaning of Section 180(1)(a).

At the 27th Annual General Meeting of the Company held on 27th December, 2013, the Members pursuant to the provisions of Section 180(1)(a) of the Act, authorized the Board of Directors of the Company for mortgaging and/or charging all or any of the present and/or future movable,

immovable properties or other assets of the Company from time to time to secure the sum(s) of money borrowed and remaining outstanding at any time not exceeding ₹ 16,500 Crore (Rupees Sixteen Thousand Five Hundred Crore Only).

The approval of the Members is being sought at Item No. 4 of the Notice pursuant to Section 180(1)(c) of the Act, to borrow money up to ₹26,000 Crore (Rupees Twenty Six Thousand Crore Only) in excess of the aggregate of paid-up share capital, free reserves and securities premium of the Company. The borrowings of the Company may be required to be secured by way of creation of mortgage/ hypothecations and/or charge on all or any of the movable, immovable properties or other assets of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

It is proposed to seek approval of Members under Section 180(1)(a) of the Act, authorizing the Board of Directors of the Company to create mortgage/ hypothecations and/or charge on all or any of the moveable, immovable properties or other assets of the Company, subject to the limits approved by the Members under Section 180(1)(c) of the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6

Approval for Material Related Party Transactions of the Company:

The Company is an integrated textile manufacturing company. The annual consolidated turnover of the Company as on 31st March, 2023 is ₹6,937.29 Crore (excluding duties and taxes).

In furtherance of its business activities, the Company has entered into/ will enter into transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) with Related Parties, in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company are at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are reviewed by an Independent chartered accountant firm for arm's length consideration and their report is presented to the Audit Committee.

Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into by the Company during the previous quarter, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for related party transactions which, in a financial year, exceed the lower of (i) ₹1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

The material related party transactions for which the approval of the shareholders is being sought are as given below:

1. Transaction of the Company with Reliance Industries Limited ("RIL"), Promoter of the Company/ entity having joint control over the Company, for raising of funds by ways of issue of securities/ debt instruments and availing loans/ obtaining guarantees; supply of feedstock and goods; and for job-work;
2. Transaction of the Company with Reliance Retail Limited, step-down subsidiary of RIL for purchase/ sale of fabrics, readymade garments, other products and allied transactions.

The values of related party transactions specified in the Tables below exclude duties and taxes.

The approval of the shareholders pursuant to Resolution no.6 is being sought for the following related party transactions/ contracts/ agreements/ arrangements set out in table nos. A1 and A2.

In addition to the transactions set out in Tables below, approval of the shareholders is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm's length basis and in compliance with applicable laws, as approved by the Audit Committee. The value of such additional transactions is included in the values set out in the Tables below.

The value of transactions (for which the approval is being sought) for the period commencing from 1st April, 2023 till the date of this Notice has not exceeded the materiality threshold.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 ("SEBI Master Circular") are set forth below:

A1. Transactions with Reliance Industries Limited, Promoter of the Company/ entity having joint control over the Company:

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of Related Party – Reliance Industries Limited” (“RIL”)</p> <p>Relationship: RIL is Promoter of the Company/ entity having joint control over the Company. RIL holds 40.01% of paid-up equity share capital of the Company.</p> <p>RIL is engaged in activities spanning across hydrocarbon exploration and production, oil to chemicals, retail, digital services advanced materials and composites, and renewables (solar and hydrogen).</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>i) Sale/ purchase/ job-work of polyester, feedstock and other products.</p> <p>The Company purchases raw materials from RIL and sells polyester, yarn, and other products of the Company.</p> <p>The pricing for sale/ purchase transactions is at market rates; and for job-work, it is on cost-plus margin.</p> <p>The above transactions were undertaken pursuant to an approved resolution plan submitted by RIL along with JM Financial Asset Reconstruction Company Limited (“JMFARC”) and approved by the Hon’ble National Company Law Tribunal, Ahmedabad Bench, vide its order dated 8th March, 2019. Accordingly, these transactions were exempted from the provisions of Regulation 23 of the Listing Regulations.</p> <p>It is now proposed to increase the transaction values of the contracts and accordingly, approval of shareholders is being sought under Regulation 23 of the Listing Regulations.</p> <p>ii) The Company will raise funds by way of issue of securities/ debt instruments and/or avail loans, advances, and guarantees from RIL for business purposes.</p> <p>The interest will be paid as mutually agreed and as per applicable provisions of the Companies Act, 2013. Issue of securities to RIL will be in accordance with the applicable provisions of the Companies Act, 2013 and SEBI Regulations.</p> <p>The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY 2023-24 to FY 2027-28.</p>
4.	Value of the proposed transaction	<p>i) The Company estimates that monetary value for purchase of products/ feedstocks from RIL and allied transactions in each of the 5 financial years from FY 2023-24 to FY 2027-28 to be upto ₹5,000 crore.</p> <p>ii) The Company estimates that monetary value for sale of products/ job-work services to RIL and allied transactions in each of the 5 financial years from FY 2023-24 to FY 2027-28 to be upto ₹1,500 crore.</p> <p>iii) The Company estimates that monetary value of transactions from FY 2023-24 to FY 2027-28 for issue of securities/ debt instruments to RIL and/ or loans/ advances/ guarantees to be availed from RIL and outstanding at any point in time to be upto ₹7,000 crore</p> <p>The interest on the outstanding cumulative loan/ debt securities will be paid as mutually agreed and as per applicable provisions of the Companies Act, 2013.</p>

S.N.	Particulars	Details
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>a) The estimated transaction value for purchase of products/ feedstock from RIL and allied transactions for FY 2023-24 represents 72.07% of annual consolidated turnover of the Company for FY 2022-23;</p> <p>b) The estimated transaction value for sale of products/ job-work services to RIL and allied transactions for FY 2023-24 represents 21.62% of annual consolidated turnover of the Company for FY 2022-23; and</p> <p>c) The estimated transaction value for issue of securities/ debt instruments/ loans/ advances/ guarantees to be availed by the Company from RIL represents 100.90% of annual consolidated turnover of the Company for FY 2022-23.</p>
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	<p>a) The Company and RIL are both in the business of polyester products. Sale/ Purchase/ Job-work of polyester and other products will enable the Company and RIL to source and supply polyester and other products produced by each to the market at competitive prices.</p> <p>b) the Company proposes to raise capital from RIL through issue of securities; availment of loans & advances from time to time to enable the Company to meet its funding requirements and guarantees to enable the Company to borrow monies.</p>

S.N.	Particulars	Details
8.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9.	Any other information that may be relevant	All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

A2. Transaction with Reliance Retail Limited, a member of the same group i.e. Reliance Industries Limited:

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of Related Party – Reliance Retail Limited (“RRL”) Relationship: RRL is a step-down subsidiary of RIL. RRL is engaged in organised retail spanning across various consumption baskets.
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars of the proposed transaction	Purchase/ Sale of fabrics, readymade garments, other products and allied transactions. The Company purchases various products sold/traded by RRL. Further, the Company sells its manufactured/ traded products to RRL along with carrying out other allied transactions. The pricing for purchase/ sale transactions will be at market price or on cost-plus margin where market price is not available. The above arrangements are continuing business transactions. Approval of the shareholders is being sought for transactions during the 5 financial years i.e., from FY 2023-24 to FY 2027-28.
4.	Value of the proposed transaction	The Company estimates that the transaction value between Company and RRL for purchase and sale will be ₹90 crore and ₹900 crore respectively in each of the 5 financial years from FY 2023-24 to FY 2027-28.
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	The estimated transactions value between Company and RRL for purchase and sale represents 1.30% and 12.97% respectively of annual consolidated turnover of the Company for FY 2022-23.
6.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable

NOTICE

S.N.	Particulars	Details
	ii) where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	RRL has wide network of stores selling quality products at competitive prices. RRL has a large customer base and wide distribution network which will entail the Company larger volume that helps the Company to expand/ grow its garments, fabrics and home textile business.
8.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
9.	Any other information that may be relevant	All relevant/important information forms part of this Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 6 whether the entity is a related party to the particular transaction or not.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

By Order of the Board of Directors
For **Alok Industries Limited**

Hitesh Kanani
Company Secretary and
Compliance Officer
Membership No.: F6188

Place: Mumbai
Date: 22nd August, 2023

Registered Office:

Survey Nos. 17/5/1 & 521/1,
Village Rakholi/ Saily, Silvassa – 396 230,
Union Territory of Dadra & Nagar Haveli.
CIN: L17110DN1986PLC000334
Website: www.alokind.com
E-mail: investor.relations@alokind.com
Tel No.: 0260-6637001

ANNEXURE TO THE NOTICE DATED 22ND AUGUST, 2023.

Details of Director retiring by rotation at the Meeting:

Name	: Mr. V. Ramachandran (DIN: 02032853)
Date of Birth/ Age	: 26th June, 1971/ 52 Years
Designation	: Nominee Director (Non-Executive) representing Reliance Industries Limited
Nationality	: Indian
Profile	: Provided in the Corporate Governance Report
Experience (including expertise in specific functional area)	: More than 25 years in audit, accounting, finance taxation and corporate law functions
Date of first appointment on the Board	: 14th September, 2020
Qualification	An Associate Member of the Institute of Chartered Accountants of India, the Institute of Cost Accountants of India and the Institute of Company Secretaries of India
Terms and conditions of re-appointment	: Mr. V. Ramachandran, who was re-appointed as a Nominee-Director (Non-Executive) of the Company, representing Reliance Industries Limited at the Annual General Meeting held on 29th December, 2020, is liable to retire by rotation
Details of remuneration sought to be paid	: The Non-Executive Non-Independent Directors of the Company have unanimously decided to waive their sitting fees for attending the Meetings of the Board of Directors and/or the Committee(s)
Last drawn remuneration, if applicable	: N.A.
Shareholding in the Company including shareholding as a beneficial owner as on 31.03.2023	: NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	: Not related to any other Director or Key Managerial Personnel of the Company
The number of Meetings of the Board attended during the Financial Years	: 4 (2022-2023)
Directorship held in other companies as on 31.03.2023 (including listed companies)	: <ol style="list-style-type: none"> 1. Genesis Colors Limited 2. Intelligent Supply Chain Infrastructure Management Private Limited 3. RB Holdings Private Limited 4. Watermark Infratech Private Limited 5. RB Media Holdings Private Limited 6. RB Mediasoft Private Limited 7. Adventure Marketing Private Limited 8. RRB Mediasoft Private Limited 9. Reliance Brands Luxury Fashion Private Limited 10. Jio Cable and Broadband Holdings Private Limited 11. Jio Futuristic Digital Holdings Private Limited 12. Jio Digital Distribution Holdings Private Limited 13. Colorful Media Private Limited 14. Elakshi Commercials Private Limited 15. Pinakin Commercials Private Limited 16. Pushkara Commercials Private Limited

NOTICE

**Resignation from Directorship of listed companies : NIL
in past three Financial Years as on 31.03.2023**

**Membership/Chairmanship of Committees of : Jio Digital Distribution Holdings Private Limited
other Companies as on 31.03.2023**

- Corporate Social Responsibility Committee – Chairman

Jio Cable and Broadband Holdings Private Limited

- Corporate Social Responsibility Committee – Chairman

Jio Futuristic Digital Holdings Private Limited

- Corporate Social Responsibility Committee – Chairman

Genesis Colors Limited

- Nomination and Remuneration Committee - Chairman

By Order of the Board of Directors
For **Alok Industries Limited**

Place: Mumbai
Date: 22nd August, 2023

Hitesh Kanani
Company Secretary and
Compliance Officer
Membership No.: F6188

**ATTENDANCE SLIP**

CIN: L17110DN1986PLC000334

Registered Office: Sy Nos. 17/5/1 & 521/1, Village Rakholi/ Saily, Silvassa-396230, Union Territory of Dadra and Nagar Haveli
 Website: www.alokind.com; e-mail: investor.relations@alokind.com; Tel.: 0260-6637001.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Members may obtain additional slip at the venue of the Meeting.

DP Id*	:		Folio No.	:	
Client Id*	:		No. of Shares	:	

NAME AND ADDRESS OF THE MEMBERS:	
----------------------------------	--

I hereby record my presence at the **36th ANNUAL GENERAL MEETING** of the Members of the Company held on **22nd September, 2023 at 12.30 p.m. at Victory Hall, Damanganga Valley (DGV) Resorts, Opp. Vandhara Garden, Naroli Road, Silvassa – 396 230, Union Territory of Dadra and Nagar Haveli.**

 Signature of Member / Proxy

*Applicable for Members holding shares in electronic form



**36TH ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 22ND SEPTEMBER, 2023 AT 12:30 P.M.
MAP SHOWING LOCATION OF THE VENUE OF ANNUAL GENERAL MEETING OF ALOK INDUSTRIES LIMITED**



Venue:
Victory Hall,
Damanganga (DGV) Resorts,
Opp. Vandhara Garden,
Naroli Road, Silvassa – 396 230,
Union Territory of Dadra and Nagar Haveli



PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L17110DN1986PLC000334

Registered Office: Sy Nos. 17/5/1 & 521/1, Village Rakholi/ Saily, Silvassa-396230, Union Territory of Dadra and Nagar Haveli
Website: www.alokind.com; e-mail: investor.relations@alokind.com; Tel.: 0260-6637001.

Name of the Member(s)	:	E-mail Id	:
Registered address	:	Folio No. / *Client Id	:
		*DP Id	:

I/We being the Member(s) of _____ shares of Alok Industries Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **36th ANNUAL GENERAL MEETING** of the Members of the Company to be held on **Friday, 22nd September 2023, at 12:30 p.m.** at Victory Hall, Damanganga (DGV) Resorts, Opp. Vandhara Garden, Naroli Road, Silvassa – 396 230, Union Territory of Dadra and Nagar Haveli and at any adjournment thereof in respect of such resolutions as are indicated below:

* I/We wish my above proxy to vote in the manner as indicated in the box below:

Resolutions		For (✓)	Against (✓)
1.	Consider and adopt: a) Audited standalone financial statement for the Financial Year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon. b) Audited consolidated financial statement for the Financial Year ended 31st March, 2023 and the report of Auditors thereon.		
2.	Consider appointment of Mr. V. Ramachandran, Director retiring by rotation.		
3.	Ratification of the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2024.		
4.	Approval for increase in borrowing limits under Section 180(1)(c) of the Companies Act, 2013		
5.	Approval for creation of mortgage/ hypothecation and/or charge under Section 180(1)(a) of the Companies Act, 2013.		
6.	Approval for Material Related Party Transactions of the Company.		

Signed this..... day of.....2023

Signature of Member

Affix a Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder



Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.
- 2) A proxy need not be a Member of the Company and shall prove his identity at the time of attending the Meeting.
- 3) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
- 4) This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a Member from attending the Meeting in person if he / she so wishes. When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- 8) This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.