

# ALOK INDUSTRIES LIMITED

Registered Office: 17/5/1, 521/1, Village Rakholi/Saily, Silvassa -396 230 Union Territory of Dadra and Nagar Haveli  
Tel. : 0260-6637000 Fax : 0260-2645289  
CIN No: L17110DN1986PLC000334  
Website: www.alokind.com

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of Alok Industries Limited will be held on Monday, the 14th day of March 2016, at 12.00 noon at the Registered Office of the Company at 17/5/1, 521/1, Village Rakholi/Saily, Silvassa -396 230 Union Territory of Dadra and Nagar Haveli to transact the following business:

### SPECIAL BUSINESS:

#### 1. INCREASE IN AUTHORISED CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:-

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

“RESOLVED THAT pursuant to the provisions of Sections 13,61,64 and other applicable provisions, if any, of the Companies Act, 2013 as amended (the “**Companies Act**”) and the Rules made thereunder (including any statutory modification thereto or re-enactment thereof for the time being in force), the consent of Members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 1500,00,00,000 (Rupees One Thousand Five Hundred Crore) divided into 150,00,00,000 (One Hundred and Fifty Crore) Equity shares of Rs. 10 (Rupees Ten) each to Rs. 4000,00,00,000 (Rupees Four Thousand Crore) divided into 400,00,00,000 (Four Hundred Crore) Equity shares of Rs. 10 (Rupees Ten) each, by way of creation of an additional 250,00,00,000 (Two Hundred Fifty Crore) Equity shares of Rs. 10 (Rupees Ten) each, aggregating to Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred Crore) and the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted and replaced with the following clause:-

“V “The Authorized Share Capital of the Company is Rs. 4000,00,00,000 (Rupees Four Thousand Crore only) divided into 400,00,00,000 (Four Hundred Crore only) Equity shares of Rs. 10 (Rupees Ten only) each with power to increase and reduce the capital of the Company and to divide or subdivide the shares in capital for time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being in force.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any committee thereof, constituted by the Board to exercise its powers including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary and to do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this resolution.”

#### 2. ALTERATION IN CAPITAL CLAUSE OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT, the existing Clause 3 of the Articles of Association of the Company be and is hereby substituted and replaced with the following clause: -

“3. The Authorized Share Capital of the Company is Rs. 4000,00,00,000 (Rupees Four Thousand Crore only) divided into 400,00,00,000 (Four Hundred Crore only) Equity shares of Rs. 10 (Rupees Ten only) each with power to increase and reduce the capital of the Company and to divide or subdivide the shares in capital for time being into several classes and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate of any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being in force.”

#### 3. CONVERSION OF DEBT INTO EQUITY SHARES OF THE COMPANY:-

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 as amended to the extent notified and in effect, the applicable provisions, if any, of the Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of sections of the Companies Act 2013) (the “**Companies Act**”) (including any statutory modification or re-enactment thereof for the time being in force) read with Rules made therein, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Memorandum and Articles of Association of the Company, applicable provisions of Uniform Listing Agreement under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) Circulars dated 8th June, 2015 and 24th September, 2015 (“**RBI Circulars**”), applicable rules, regulations, notifications, amendments issued by Government of

India, RBI and any other regulatory or other appropriate authorities and subject to such condition(s) as may be prescribed by one or more of them while granting any such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**Board**”, which term shall be deemed to include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred under this resolution or any person duly authorised by the Board in this behalf) and enabling provisions of the Memorandum and Articles of Association of the Company and pursuant to the invocation of Strategic Debt Restructuring (SDR) by Joint Lenders Forum (JLF) in terms of RBI Circulars, consent, authority and approval of the Company be and is hereby accorded to the Board to issue and allot in one or more branches such number of Equity Shares of face value of Rs 10 each fully paid up as determined in accordance with RBI Circulars and as more particularly set out in the explanatory statement attached, to its Lenders on preferential basis in such manner and on such other terms and conditions as may be mutually agreed between the Board and the JLF so that a portion of the outstanding amount of debt of amounting to Rs. 2557,87,60,910/- (Rupees Two Thousand Five Hundred and Fifty Seven Crore Eighty Seven Lakhs Sixty Thousand and Nine Hundred and Ten only) payable to such Lenders by the Company is converted into 255,78,76,091 (Two Hundred Fifty Five Crore Seventy Eight Lakhs Seventy Six Thousand and Ninety One) Equity shares of the Company, enabling Lenders collectively to hold minimum 51% or more of the total Equity share capital of the Company.

RESOLVED FURTHER THAT the Reference Date / Relevant Date in relation to pricing of the aforesaid issue of Equity Shares, in accordance with the RBI Circulars and SEBI ICDR Regulations would be 27th November, 2015, being the date when the JLF accorded its “In principle” approval to invoke SDR.

RESOLVED FURTHER THAT the new Equity Shares arising out of the proposed issue shall rank pari-passu in all respects with the existing Equity Shares of the Company save and except dividend that may be declared and paid in relation to the financial year in which the new Equity Shares are issued, which shall be pro-rata from the date of the allotment and shall be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary and to do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this resolution including to modify, accept and give effect to any modifications in the terms and conditions of the matter(s) as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, JLF, etc.) and such approvals and as may be agreed by the Board in its absolute discretion without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

By Order of the Board

**K. H. Gopal**

Executive Director & Secretary

Dated: 30th January, 2016

**Registered Office:**

17/5/1 & 521/1,  
Village Rakholi / Saily,  
Silvassa – 396 230,  
UT of Dadra & Nagar Haveli

**NOTES:**

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out to the Notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF EXTRA ORDINARY GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
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 their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
6. 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.

## 7. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of 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, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

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

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

The remote e-voting period commences on 11th March, 2016 (10.00 am) and ends on 13th March, 2016 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th March, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

### I. The process and manner for remote e-voting are as under:

#### A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)] :

- (i) Open email and open PDF file viz; “e-voting.pdf” with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder- Login
- (iv) Put user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User details/password”, option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Alok Industries Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [bhattivirendra1945@yahoo.co.in](mailto:bhattivirendra1945@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM:  
**EVEN (Remote E-voting Event Number) USER ID PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

### II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

### III. 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).

### IV. The voting rights of members shall be in proportion to their shares of the paid up Equity share capital of the Company as on the cut-off date of 7th March, 2016.

### V. 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. 7th March, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### VI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

- VII. 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 EGM through ballot paper.
- VIII. Mr. Virendra G. Bhatt, Practising 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.
- IX. The Chairman shall, at the EGM, at the end of discussion on the resolution 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 EGM but have not cast their votes by availing the remote e-voting facility.
- X. 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 three days of the conclusion of the EGM, 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.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.alokind.com and on the website of NSDL 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.

By Order of the Board

**K. H. Gopal**  
Executive Director & Secretary

**Registered Office:**

17/5/1 & 521/1,  
Village Rakholi / Saily,  
Silvassa – 396 230,  
UT of Dadra & Nagar Haveli

Date: January 30, 2016.

**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 whole-heartedly support this initiative and will co-operate with the Company in implementing the same.

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

**ITEM NO. 1, 2&3**

The Company had availed financial assistance from various banks/ financial institutions (the “**Lenders**”) for the purposes set forth in the respective financing documents entered into between the Company and the Lenders. Owing to scarcity of working capital and consequent impact on operations, the Company had not been able to perform operations at optimal levels; leading to decline in the operating profits and liquidity in the Company and consequently, the Company’s account had slipped into the SMA2 category with most banks.

The Lenders had accordingly formed a Joint Lenders’ Forum (“**JLF**”) and formulated a Corrective Action Plan (“**CAP**”) for the Company in order to resolve the stress in the account of the Company. However, the Company could not perform satisfactorily under the CAP due to the sanctioned facilities being used to appropriate dues of the Lenders rather than be released to the Company to shore up its operations and therefore, the JLF has finally decided to invoke the provisions of Strategic Debt Restructuring (“**SDR**”) in terms of the RBI Circulars dated June 8, 2015 and September 24, 2015.

Accordingly, the Lead bank, State Bank of India (SBI), Backbay Reclamation Branch, Nariman Point, Mumbai 400 021 vide their letter bearing reference no. BRB/AMT/2015-16/1057 dated January 18, 2016 informed the Company about the invocation of SDR by the Lenders as decided by them at the JLF meetings held on November 23, 2015 and December 12, 2015, with the reference date being November 27, 2015. At the JLF meeting held on January 16, 2016, it was further decided that the JLF would be acquiring upto 65% stake in the Company by converting its debt amounting to Rs. 2557,87,60,910/- into 255,78,76,091 Equity Shares of Rs. 10/- each.

In terms of the requirement of Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter VII of the Securities Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations**”) the following disclosures are made:

### 1. OBJECT OF THE ISSUE:

The purpose of the proposed issue and allotment of the Equity Shares is to convert portion of the outstanding amount of Debt into Equity Shares of the Company pursuant to SDR invoked by JLF.

### 2. RELEVANT DATE, PRICING OF EQUITY SHARE AND NUMBER OF EQUITY SHARES TO BE ISSUED:

Since the preferential allotment is to be made as per the SDR, the relevant date for the purpose of calculating the price of the Equity Share to be issued will be the date on which JLF accorded "In principle" approval to invoke SDR i.e. November 27, 2015. However, as per SEBI ICDR Regulations, the conversion price shall be determined in accordance with the guidelines specified by RBI for SDR, which shall not be less than the face value of the Equity share.

In terms of the RBI Circular, conversion of outstanding debt (principal as well as unpaid interest) into Equity instruments should be at a 'Fair Value' which will not exceed the lowest of the following, subject to the floor of 'Face Value':

- (a) Market value: Average of the closing prices of the instrument on a recognized stock exchange during the ten trading days preceding the 'reference date': Rs.6.94 per Equity share (on both BSE Limited and National Stock Exchange of India Limited).
- (b) Break-up value: Book value per share to be calculated from the Company's latest audited balance sheet (without considering 'revaluation reserves', if any) adjusted for cash flows and financials post the earlier restructuring: Rs.39.32 per Equity share.

Since the face value is more than the value computed above, the proposed issue and allotment of 255,78,76,091 Equity Shares will be at the face value of Rs.10/- each, being the Fair Value.

The regulations of Chapter VII of SEBI ICDR Regulations shall not apply since the proposed preferential issue and allotment of Equity shares to JLF is pursuant to conversion of debt as part of SDR and in compliance with the following conditions –

Conversion price of the debt into Equity shares has been certified by two independent qualified valuers as defined under the Securities Exchange Board of India (Issue of Sweat Equity) Regulations, 2002.

### 3. LOCK-IN PERIOD:

Equity Shares to be allotted to [JLF/Lenders] shall be locked-in for a period of one year from the date of trading approval from both the stock exchanges i.e. National Stock Exchange of India Limited and BSE Limited. However, for the purpose of transferring the control, Lenders may transfer their shareholding to an entity before completion of the locked-in period subject to continuation of the lock in on such shares for the remaining period with the transferee.

### 4. CLASS OF PERSONS TO WHOM THE ALLOTMENT IS PROPOSED:

The proposed preferential issue and allotment of Equity shares would be made to Lenders pursuant to the SDR, as mutually agreed between JLF and Board of Directors (hereinafter referred to as "Board", which shall include any Committee which the Board has constituted or may constitute to exercise its powers including the powers conferred or any person duly authorised by the Board in this behalf).

### 5. NAME OF THE PROPOSED ALLOTTEES AND THE PERCENTAGE OF POST PREFERENTIAL OFFER CAPITAL THAT MAY BE HELD BY THEM:

The name of the proposed allottees to whom the aggregate shares upto 255,78,76,091 Equity shares of Rs. 10/- each aggregating upto 65% of the post preferential Equity capital will be issued and allotted in dematerialised form are as follows, as mutually agreed between JLF and Board, subject to maximum number of shares to be allotted along with % of maximum post preferential Equity capital:

Sr. No.	Bank/Financial Institution/ Lender	Maximum Number of Shares to be allotted	% of Maximum Post Preferential Equity Capital
1.	State Bank of India	513,205,936	13.04
2.	State Bank of Travancore	73,729,882	1.87
3.	State Bank of Patiala	89,424,359	2.27
4.	State Bank of Mysore	62,620,156	1.59
5.	State Bank of Hyderabad	102,054,743	2.59
6.	State Bank of Bikaner and Jaipur	75,943,254	1.93
7.	Allahabad Bank	9,564,213	0.24
8.	Andhra Bank	70,607,949	1.79
9.	Axis Bank Limited	207,671,793	5.28
10.	Bank of Baroda	80,596,145	2.05
11.	Bank of India	69,896,554	1.78
12.	Bank of Maharashtra	32,675,863	0.83
13.	Canara Bank	83,155,725	2.11
14.	Central Bank of India	134,589,862	3.42

15.	Corporation Bank	41,937,539	1.07
16.	Dena Bank	72,037,289	1.83
17.	Export Import Bank of India	58,817,251	1.49
18.	IDBI Bank Limited	109,983,888	2.79
19.	IFCI Limited	61,214,765	1.56
20.	Indian Bank	37,900,109	0.96
21.	Indian Overseas Bank	44,050,067	1.12
22.	The Jammu & Kashmir Bank Limited	66,295,012	1.68
23.	The Karur Vysya Bank Limited	20,139,775	0.51
24.	Kotak Mahindra Bank Limited	10,122,649	0.26
25.	LIC of India	60,580,144	1.54
26.	Oriental Bank of Commerce	50,923,561	1.29
27.	Punjab National Bank	82,380,411	2.09
28.	Syndicate Bank	47,931,097	1.22
29.	UCO Bank	23,226,614	0.59
30.	Union Bank of India	55,566,672	1.41
31.	United Bank of India	83,164,706	2.11
32.	Vijaya Bank	25,868,108	0.66
	<b>TOTAL</b>	<b>2,557,876,091</b>	<b>65.00</b>

**6. PROPOSAL OF THE PROMOTERS, DIRECTORS OR KEY MANAGERIAL PERSONNEL OF THE COMPANY TO SUBSCRIBE TO THE OFFER:**

The Promoter, Directors or Key Managerial Personnel do not have the intention to subscribe to the offer.

**7. PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED:**

Since the proposed preferential issue and allotment of shares on private placement basis is pursuant to SDR, the requirement of completion of allotment within a period of 15 days from the date of passing the resolution as per SEBI ICDR is not applicable. However, the allotment of shares will be completed within twelve months from the date of the approval of the resolution by the shareholders of the Company.

**8. THE CHANGE IN CONTROL, IF ANY, IN THE COMPANY THAT WOULD OCCUR CONSEQUENT TO THE PREFERENTIAL OFFER:**

In terms of RBI Circular, Lenders will hold upto 65% or more of the paid up capital of the Company subsequent to the issue and allotment of proposed Equity shares notwithstanding the current holding of the Promoter(s). Consequent to the proposed preferential issue and allotment of Equity Shares, Lenders shall have the right to divest their holdings in the Equity Shares of the Company to new promoter(s) in accordance with the RBI Circular. However, as per current guidelines the management control of the Company will remain with the existing management of the Company.

**9. THE NUMBER OF PERSONS TO WHOM ALLOTMENT ON PREFERENTIAL BASIS HAVE ALREADY BEEN MADE DURING THE YEAR IN TERMS OF NUMBER OF SECURITIES AS WELL AS PRICE:**

During the year, the Company has not made any allotment on preferential basis to any person.

**10. JUSTIFICATION FOR ALLOTMENT PROPOSED TO BE MADE FOR CONSIDERATION OTHER THAN CASH TOGETHER WITH VALUATION REPORT OF THE REGISTERED VALUER:**

The proposed issue and allotment of Equity shares is pursuant to the conversion of debt into Equity shares in accordance to the SDR and hence the aforesaid disclosure is not required.

**11. PRE ISSUE AND POST ISSUE SHAREHOLDING PATTERN OF THE COMPANY:**

The shareholding pattern of the Company as on November 27, 2015 and excludes subsequent transfers and allotments:-

Sr. No	Category	Pre Issue		Post Issue	
		No. of Shares	%	No. of Shares	%
(A)	<b>Promoters Shareholding</b>				
	<b>Indian</b>				
	Individuals	110048897	7.99	110048897	2.80
	Bodies Corporate	382391646	27.76	382391646	9.72
	Trusts	19459382	1.41	19459382	0.49
	<b>Sub Total</b>	<b>511899925</b>	<b>37.17</b>	<b>511899925</b>	<b>13.01</b>

	Foreign	-	-	-	-
	<b>Total Shareholding of Promoter &amp; Promoter Group (A)</b>	<b>511899925</b>	<b>37.17</b>	<b>511899925</b>	<b>13.01</b>
<b>(B)</b>	<b>Non Promoter's Shareholding</b>				
	<b>Institutional Investors:</b>				
	Mutual Funds/ UTI	12883	0.00	12883	0.00
	Financial Institutional Investor/Banks	92092196	6.69	2649968287	67.34
	Foreign Institutional Investors	84053981	6.10	84053981	2.14
	<b>Non Institutional Investors:</b>				
	Bodies Corporate	167914476	12.19	167914476	4.27
	Individual holding nominal share capital up to Rs. 2 Lac	219988798	15.97	219988798	5.59
	Individual holding nominal share capital in excess of Rs. 2 Lac	233269541	16.94	233269541	5.93
	Any other-				
	Clearing Member	10288899	0.75	10288899	0.26
	Market Member	2585942	0.19	2585942	0.07
	Non Resident Indians (Repat)	3338455	0.24	3338455	0.08
	Non Resident Indians (Non Repat)	25273012	1.83	25273012	0.64
	Hindu Undivided Family	24324262	1.77	24324262	0.62
	Trusts	2275525	0.17	2275525	0.06
	<b>Total Public Shareholding (B)</b>	<b>865417970</b>	<b>62.83</b>	<b>3423294061</b>	<b>86.99</b>
	<b>Total (A + B)</b>	<b>1377317895</b>	<b>100.00</b>	<b>3935193986</b>	<b>100.00</b>

The figures shown in the table assumes:

- Issue and allotment of Equity shares aggregating 255,78,76,091 as may be mutually agreed between JLF and the Board.
- The holdings of other shareholders do not change.

## 12. CERTIFICATE FROM STATUTORY AUDITOR:

As per Regulation 73(2) of SEBI (ICDR) Regulation, 2009, a certificate issued by the statutory auditor certifying that the proposed preferential issue is being made in accordance with the requirements of the ICDR Regulations is open for inspection by the Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days (except Saturdays, Sundays and National Holidays), from the date hereof up to March 14, 2016.

The Company will ensure compliance with all applicable laws and regulations including the ICDR Regulations at the time of allotment of equity shares of the Company.

The Equity Shares allotted or arising out of issuance and allotment of Equity Shares would be listed on the BSE Limited and the National Stock Exchange of India Limited. The issue and allotment would be subject to the availability of regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Agreement.

In terms of SEBI (Substantial Acquisition of Shares and Take Over) Regulations, 2011, acquisition of Equity shares upto 65% of the paid up capital of the Company by JLF pursuant to conversion of their debt into Equity shares as part of the SDR in accordance with guidelines specified by RBI will be exempted from the obligation of making Open Offer. Hence, JLF is not required to make Open Offer consequent upon allotment of proposed issue and allotment of Equity shares.

In terms of RBI Circular and pursuant to the provisions of Sections 62 and 42 of the Act read with Rules made thereunder conversion of debt into equity pursuant to SDR needs to be approved by the shareholders to enable JLF to exercise the option effectively. Accordingly, the Board at their meeting held on 30.01.2016, has noted conversion of debt aggregating to Rs. 2557,87,60,910/- into Equity shares of Rs. 10/- each pursuant to the SDR and recommended the same for approval of the shareholders by way of special resolution. Pursuant to Uniform Listing Agreement under SEBI Listing Obligations, the outcome of the Board meeting held on 30.01.2016 is available on the company website [www.alokind.com](http://www.alokind.com) under "Investors Relations". The private placement offer letter shall be sent to the Lenders as detailed herein above in accordance with and in compliance with the Act read with Rules made therein.

At present the authorized share capital of the Company is Rs. 1500 Crore divided into 150,00,00,000 Equity shares of Rs. 10/- each. To accommodate the aforesaid issue and allotment of Equity shares pursuant to the SDR, it is proposed that the authorized capital be increased from Rs. 1500 Crore to Rs. 4000 Crore and consequential amendments be made to the existing clause V of Memorandum of Association. The approval of the member is sought for increase in authorized capital of the Company and consequential amendments to the Memorandum and Articles of Company by way of ordinary resolution.

The draft copy of the Memorandum of Association and all other documents mentioned in the explanatory statement and resolutions, will be available for inspection at the Registered Office as well at the Corporate Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day except Saturday and Sunday until the date of the meeting and also be available for inspection at the meeting.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise in the aforesaid resolutions.

The Board recommends the Ordinary Resolution and Special Resolution as set out in the Notice for approval of the members.

By Order of the Board

**K. H. Gopal**  
Executive Director & Secretary

Dated: 30th January, 2016