



Alok Industries Limited

Registered Office: 17/5/1, 521/1, Village Rakholi/ Saily,
Silvassa-396230 (Union Territory of Dadra & Nagar Haveli),
CIN: L17110DN1986PLC000334

Tel: 0260-663701; **E-mail:** investor.relations@alokind.com; **Website:** www.alokind.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Alok Industries Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 (**"the Act"**), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

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 Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of National Securities Depository Limited (**"NSDL"**) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Friday, November 24, 2023
End of e-voting:	5:00 p.m. (IST) on Saturday, December 23, 2023

The Scrutinizer will submit his or her report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Wednesday, December 27, 2023, and will be displayed on the Company's website www.alokind.com and the website of NSDL, the agency for providing e-voting facility at <https://www.evoting.nsdl.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office and corporate office of the Company.

SPECIAL BUSINESS

1. To approve the alteration of Articles of Association and, in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for alteration of the existing Article 3 of the Articles of Association relating to the Share Capital by deleting the same and substituting in its place and stead, the following new Article 3:

‘3. The Authorised Share Capital of the Company shall be such amount as may be specified in Clause V of the Memorandum of Association of the Company.’

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include 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 to give effect to this resolution and 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.”

2. To approve reclassification of Authorised Share Capital and consequent alteration of Memorandum of Association 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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company from ₹4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 3500,00,00,000 (Three Thousand Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 500,00,00,000 (Five Hundred Crore) Preference Shares of ₹1 (Rupee One Only) each to ₹4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 3500,00,00,000 (Three Thousand Five Hundred Crore) Preference Shares of ₹1 (Rupee One Only) each and consequently the existing Clause V of the Memorandum of Association relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorised Share Capital of the Company is ₹4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 3500,00,00,000 (Three Thousand Five Hundred Crore) Preference Shares of ₹1 (Rupee One Only) each, with the power to increase or reduce the capital of the Company and to divide the shares in the capital into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.’

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include 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 to give effect to this resolution and

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.”

3. To approve increase in Authorised Share Capital and consequent alteration of Memorandum of Association 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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 3500,00,00,000 (Three Thousand Five Hundred Crore) Preference Shares of ₹1 (Rupee One Only) each to ₹4250,00,00,000 (Rupees Four Thousand Two Hundred and Fifty Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 3750,00,00,000 (Three Thousand Seven Hundred and Fifty Crore) Preference Shares of ₹1 (Rupee One Only) each and consequently the existing Clause V of the Memorandum of Association relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorised Share Capital of the Company is ₹4250,00,00,000 (Rupees Four Thousand Two Hundred and Fifty Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 3750,00,00,000 (Three Thousand Seven Hundred and Fifty Crore) Preference Shares of ₹1 (Rupee One Only) each, with the power to increase or reduce the capital of the Company and to divide the shares in the capital into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.’

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include 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 to give effect to this resolution and 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.”

4. To issue, offer and allot 9% Non-convertible, Redeemable Preference Shares on private placement basis, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and notifications (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions and sanctions of such authorities as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any of the authorities, approval 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 expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create, offer, issue and allot, in one or more tranches, upto 3300,00,00,000 9% Non-convertible Redeemable Preference Shares (“**NCRPS**”) of face value of ₹1 (Rupee One only) each at par, for cash, for an aggregate amount not exceeding ₹3,300 Crore (Rupees Three Thousand Three Hundred Crore only) to Reliance Industries Limited, on a private placement basis, on such material terms and conditions as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the terms and conditions of the offer are as under:

Sr. No.	Terms	Particulars
1.	Priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	NCRPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend and repayment of capital.
2.	Participation in surplus fund / dividend. Participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid.	NCRPS shall be non-participating in the surplus funds, surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company.
3.	Face value	NCRPS shall have a face value of ₹ 1/- (Rupee One only) each.
4.	Term	NCRPS shall have a maximum tenure of 20 (twenty) years from the date of allotment.
5.	Dividend	NCRPS will carry a dividend of 9% (nine per cent) (₹ 0.09 per share) per annum on cumulative basis.
6.	Conversion	NCRPS shall not be convertible into equity shares of the Company.
7.	Voting rights	NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013.
8.	The redemption of preference shares	NCRPS shall be redeemable at par at any time at the option of the Company within a period not exceeding 20 years from the date of allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, be and is hereby authorized to take all actions and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, desirable or expedient for issue, allotment and redemption of NCRPS, including but not limited to appointment of any institutions/ banks, consultants, valuers, legal advisors or any other body or person, to issue and/ or allot NCRPS, to execute and sign any agreements, application, undertakings and such other documents as may be required in this regard, to file such application, forms, returns and other requisite documents with the Registrar of Companies, stock exchanges, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to authorise any Director(s) or officer(s) / executive(s) of the Company to exercise all or any of the powers conferred under this resolution and to resolve and settle all questions and difficulties that may arise in connection with issue, allotment and redemption of NCRPS, utilization of the issue proceeds, without being required to seek any further consent

or approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board to exercise its powers, in connection with any matter(s) 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 & Compliance Officer
Membership No. F6188

Mumbai, November 7, 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.

Notes:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, November 17, 2023 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.alokind.com, 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 www.evoting.nsdl.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by submitting Form ISR-1 (available on the website of the Company at https://www.alokind.com/Investor_Relations-pdf/Shareholders_Information/Downloads/Form_ISR-1.pdf) duly filled and signed alongwith requisite supporting documents to the Registrar and Transfer Agents (RTA) of the Company, Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. **Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**
7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
8. **The e-voting period commences at 9:00 a.m. (IST) on Friday, November 24, 2023 and ends at 5:00 p.m. (IST) on Saturday, December 23, 2023.** Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Saturday, December 23, 2023.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investor.relations@alokind.com.

PROCEDURE FOR 'E-VOTING':

1. E-VOTING FACILITY:

- i. The Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolutions by electronic means.
- ii. **The remote e-voting facility will be available during the following period:**

Commencement of e-voting:	9:00 a.m. (IST) on Friday, November 24, 2023
End of e-voting:	5:00 p.m. (IST) on Saturday, December 23, 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.

- iii. **The manner of voting by individual shareholders holding shares of the Company in demat mode, Shareholders other than individuals holding shares of the Company in demat mode, Shareholders holding shares of the Company in physical mode, and Shareholders who have not registered their e-mail address, is explained in the instructions given herein below.**

2. 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.

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 shareholders holding shares in demat mode:

As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s) is given below.

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="525 499 1416 854">i. 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. <li data-bbox="525 874 1416 975">ii. 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 <li data-bbox="525 995 1416 1378">iii. 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. <li data-bbox="525 1399 1416 1499">iv. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="725 1514 1416 1800" style="border: 1px solid black; padding: 10px; margin-top: 10px;"> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div data-bbox="740 1574 925 1620" style="text-align: center;">  App Store </div> <div data-bbox="971 1574 1182 1620" style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div data-bbox="782 1641 920 1782" style="text-align: center;">  </div> <div data-bbox="1013 1641 1151 1782" style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding shares in demat mode with CDSL</p>	<ol style="list-style-type: none"> i. 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. ii. 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. 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. iii. 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. iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. 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.
<p>Individual Shareholders (holding shares in demat mode) login through their depository participants</p>	<p>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.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding shares in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding shares in demat mode with CDSL</p>	<p>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</p>

B) Login Method for shareholders other than Individual shareholders holding shares in demat mode and shareholders holding shares in physical mode.

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. 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.

- iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold 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***

- v. Password details for shareholders other than Individual shareholders 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) Your ‘initial password’ can be retrieved as follows:
 - If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email 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’.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- vi. 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.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. 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.

- i. 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.
- ii. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. 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.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) 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. 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 shareholders (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.
- b) 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.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders and e-voting user manual for Shareholders 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.

3. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN Card (self-attested scanned copy) AADHAR Card (self-attested scanned copy) by email to rnt.helpdesk@linkintime.co.in.
- ii. 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. If you are an Individual shareholder 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 shareholders holding shares in demat mode**.
- iii. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI Master Circular, Individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT') READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

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

Item No. 1, 2 and 3:

To approve reclassification and increase of the Authorised Share Capital of the Company and consequent alterations to the Memorandum and Articles of Association of the Company:

The existing Authorised Share Capital of the Company is ₹4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 3500,00,00,000 (Three Thousand Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 500,00,00,000 (Five Hundred Crore) Preference Shares of ₹1 (Rupee One Only) each.

Since the Company is proposing to raise funds by way of issue of Preference Shares on a private placement basis, the Board of Directors of the Company, at its meeting held on November 7, 2023, approved the following:

- i. reclassification of Authorised Share Capital from ₹4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 3500,00,00,000 (Three Thousand Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 500,00,00,000 (Five Hundred Crore) Preference Shares of ₹1 (Rupee One Only) each to ₹4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 3500,00,00,000 (Three Thousand Five Hundred Crore) Preference Shares of ₹1 (Rupee One Only) each; and
- ii. increase of Authorised Share Capital of the Company from ₹4000,00,00,000 (Rupees Four Thousand Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 3500,00,00,000 (Three Thousand Five Hundred Crore) Preference Shares of ₹1 (Rupee One Only) each to ₹4250,00,00,000 (Rupees Four Thousand Two Hundred and Fifty Crore Only) divided into 500,00,00,000 (Five Hundred Crore) Equity Shares of ₹1 (Rupee One Only) each and 3750,00,00,000 (Three Thousand Seven Hundred and Fifty Crore) Preference Shares of ₹1 (Rupee One Only) each.

The aforesaid reclassification and increase of the Authorised Share Capital will also require consequential amendment to Clause V of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company.

In terms of the provisions of Sections 13, 61 and other applicable provisions of the Act, the alteration of the Share Capital clause in Memorandum of Association to increase/reclassify its Authorised Share Capital requires consent of Members of the Company by way of passing of an Ordinary Resolution. However, in terms of the provisions of Section 14 and other applicable provisions of the Act, alteration of the Articles of Association requires the consent of Members of the Company by way of passing of a Special Resolution.

None of the Directors/ Key Managerial Personnels of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1, 2 and 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 and the Ordinary Resolutions set out at Item No. 2 and 3 of the Notice for approval by the Members.

Item No. 4

To issue, offer and allot 9% Non-convertible, Redeemable Preference Shares on private placement basis:

The Board of Directors of the Company, at its meeting held on November 7, 2023, approved the issue of upto 3300,00,00,000 9% Non-convertible Redeemable Preference Shares (“NCRPS”) of face value of ₹1 (Rupee One Only) each at par, for cash, for an aggregate amount not exceeding ₹3,300 Crore (Rupees Three Thousand Three Hundred Crore Only) in one or more tranches, to Reliance Industries Limited, on a private placement basis.

In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, an offer of preference shares on private placement basis requires approval of members by way of a Special Resolution.

Accordingly, approval of the Members of the Company is sought to enable the Company to offer, issue and allot upto 3300,00,00,000 9% NCRPS of face value of ₹1 (Rupee One only) each at par, for cash, for an aggregate amount not exceeding ₹3,300 Crore (Rupees Three Thousand Three Hundred Crore only) in one or more tranches to Reliance Industries Limited, on private placement basis on the material terms and conditions set out hereunder.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the issue of NCRPS are as follows:

a.	The size of the issue and number of Preference Shares to be issued and nominal value of each share	:	Upto 3300,00,00,000 9% NCRPS of face value of ₹1 (Rupee One only) each at par, for cash, for an aggregate amount not exceeding ₹3,300 Crore (Rupees Three Thousand Three Hundred Crore only)
b.	The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible:	:	The NCRPS will be cumulative, non-participating, non-convertible, redeemable Preference Shares.
c.	The objectives of the issue	:	The proceeds of the issue will be utilized for repayment/prepayment of the whole or a part of the existing external borrowings of the Company, working capital requirement and/or for other general corporate purposes.
d.	The manner of issue of shares	:	The NCRPS are proposed to be issued on private placement basis, at par, for cash.
e.	The price at which such shares are proposed to be issued	:	The NCRPS are proposed to be issued at a nominal value of ₹1 each.

f.	The basis on which the price has been arrived at	:	The NCRPS will be issued at par.
g.	The terms of issue, including terms and rate of dividend on each share, etc.	:	The NCRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment and shall be redeemed at par. The NCRPS will be fully paid-up at the time of allotment. NCRPS will carry a dividend of 9% (nine per cent) (₹0.09 per share) per annum on cumulative basis. NCRPS will not be listed on any stock exchange.
h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the Preference Shares are convertible, the terms of conversion	:	The NCRPS are non-convertible and are mandatorily redeemable at the end of 20 years from the date of allotment at par. The NCRPS may be redeemed before the redemption date at par along with unpaid accumulated dividend till date of redemption at the option of the Company. The redemption shall be made in accordance with the provisions of the Act and Article of Association of the Company.
i.	The manner and modes of redemption	:	
j.	The current shareholding pattern of the Company	:	The shareholding pattern of the Company as on September 30, 2023 is annexed to this Notice. (Annexure A)
k.	The expected dilution in equity share capital upon conversion of Preference Shares	:	NCRPS being non-convertible securities, there is no dilution in equity share capital of the Company.

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of Preference Shares on private placement basis are as follows:

a.	Particulars of the offer including date of passing of Board resolution	:	The Board of Directors of the Company, at its meeting held on November 7, 2023 approved the issue of upto 3300,00,00,000 9% NCRPS of face value of ₹1 (Rupee One Only) each at par, for cash, for an aggregate amount not exceeding ₹3,300 Crore (Rupees Three Thousand Three Hundred Crore Only) in one or more tranches, to Reliance Industries Limited, on a private placement basis.
b.	Kinds of securities offered and the price at which security is being offered	:	The Company proposes to issue cumulative, non-convertible, non-participating redeemable Preference Shares at nominal value of ₹1/- per share.
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	:	The NCRPS will be issued at par.
d.	Name and address of valuer who performed valuation	:	Not Applicable
e.	Amount which the Company intends to raise by way of such securities	:	The Company intends to raise up to ₹3,300 Crore (Rupees Three Thousand Three Hundred Crore Only) by way of issue of NCRPS.

<p>f. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.</p>	<p>The Company proposes to issue, in one or more tranches, cumulative, non-convertible, non-participating redeemable Preference Shares at a nominal value of ₹1 per share to Reliance Industries Limited, on a private placement basis.</p> <p>The NCRPS are unsecured and do not carry any charge on the assets of the Company.</p> <p>The NCRPS are proposed to be issued for a period not exceeding 20 years from the date of allotment and shall be redeemed at par. The NCRPS may be redeemed before the redemption date at par along with unpaid accumulated dividend till date of redemption at the option of the Company. The redemption shall be made in accordance with the provisions of the Act and Article of Association of the Company.</p> <p>NCRPS will carry a dividend of 9% (nine per cent) (₹0.09 per share) per annum on cumulative basis.</p> <p>The proceeds of the issue will be utilized for repayment/prepayment of the whole or a part of the existing external borrowings of the Company, working capital requirement and/or for other general corporate purposes.</p>
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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 business.

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

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

Hitesh Kanani
Company Secretary & Compliance Officer
Membership No. F6188

Mumbai, November 7, 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 - A

Shareholding Pattern as on September 30, 2023

(Pre-Issue of NCRPS)

Shareholders	Equity		Preference	
	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)
A) Promoter and Promoter Group				
- Reliance Industries Limited	198,65,33,333	40.01	250,00,00,000	100.00
- JM Financial Asset Reconstruction Company Limited#	173,73,11,844	34.99	0	0.00
Total (A)	372,38,45,177	75.00	250,00,00,000	100.00
B) Public Shareholding				
1. Institutional				
- Mutual Funds	10,21,570	0.02	0	0.00
- Banks	73,001	0.00	0	0.00
- Insurance Companies	1,58,71,870	0.32	0	0.00
- NBFCs registered with RBI	75,153	0.00	0	0.00
- FIIs/FPIs	10,51,41,393	2.11	0	0.00
- Central Government/ President of India	10,000	0.00	0	0.00
- Others	20,00,000	0.04	0	0.00
Sub-total (B1)	12,41,92,987	2.49	0	0.00
2. Non-Institutional				0.00
- Individuals	103,15,23,596	20.78	0	0.00
- Others	8,56,78,641	1.78	0	0.00
Sub-total (B2)	111,72,02,237	22.51	0	0.00
Total (B=B1+B2)	124,13,95,224	25.00	0	0.00
C) Shares against custodians & against which depository receipts have been issued	-	-	-	-
Total (A)+(B)+(C)	496,52,40,401	100.00	250,00,00,000	100.00

Note:

- As a part of the approved Resolution Plan, the Company had on February 28, 2020, allotted on preferential basis to Reliance Industries Limited ('RIL') 83,33,33,333 Equity Shares of ₹1/- each at a premium of ₹2/- per Equity Share for cash for a total consideration of ₹250 Crore and 250,00,00,000 - 9% Optionally Convertible Preference Shares (OCPS) of ₹1/- each for cash at par, for a total consideration of ₹250 Crore.
- As per the terms and conditions of the OCPS, RIL was entitled to convert all or part of the OCPS into Equity Shares of the Company at any time on or before the expiry of 18 months from the date of their allotment, i.e. August 28, 2021. Since the option to convert OCPS into Equity Shares of the Company has not been exercised, the Company will now, as per the terms and conditions of the OCPS, redeem the same on the last day of the 10th anniversary of the date of allotment, such that the Company on redemption pays an amount equal at least to the outstanding OCPS Subscription Amount to RIL.

- #3. JM Financial Asset Reconstruction Company Limited, acting in its capacity as Trustee of JMFARC – March 2018 – Trust (JMFARC) is the ‘persons acting in concert’ (PAC) with RIL but considering that there is no provision for disclosing PAC with Promoter and Promoter Group in the prescribed shareholding pattern format under the Listing Regulations, they have been shown as part of the promoter group.

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

Hitesh Kanani
Company Secretary & Compliance Officer
Membership No. F6188

Mumbai, November 7, 2023

Registered Office:

Survey Nos. 17/5/1 & 521/1, Village Rakholi/Saily,
Silvassa – 396 230, Union Territory of Dadra & Nagar Haveli. CIN: L17110DN1986PLC000334
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Tel No. 0260-6637001.