

Alps Industries Ltd.

REGD./CORP. OFFICE

57/2, Site-IV, Industrial Area
Sahibabad, Ghaziabad - 201010
Uttar Pradesh (India)

ALPS/036/SE11/2020-21

May 09, 2020

The General Manager Market Operations Deptt., National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Ph - 91-22-2659 8101 - 8114 Fax : 022 - 26598237/38/ 2659 8100 Email - cmlist@nse.co.in	Ms. Erika D'Sa, (Relationship Manager) Corporate Relationship Deptt., Bombay Stock Exchange Limited, 1 ST Floor New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai-400 001. Ph - 022-22728995 Fax: 022 - 22723121 / 3719/2037/2039/2041/2061 Email - intern.erika@bseindia.com , corp.relationships@bseindia.com
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SUB : SUBMISSION OF CORPORATE GOVERNANCE REPORT UNDER REGULATION 27(2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE QUARTER AND YEAR ENDED ON MARCH 31, 2020.

Dear Sir,

As required under the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the following document:-

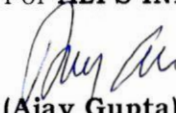
1. Compliance Report on Corporate Governance for the Quarter and Year ended on March 31, 2020.

We hope you will find the same in order.

Thanking you,

Yours faithfully,

For **ALPS INDUSTRIES LIMITED**


(Ajay Gupta)

Company Secretary

& General Manager - Legal

Encl. a/a.

Tel.:+91-120-4161700 (60 Lines)

E-mal : info@alpsindustries.com

Telefax.: +91-120-2896041

Website : www.alpsindustries.com

CIN : L51109UP1972PLC003544

Alps Industries Ltd.

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CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : **Alps Industries Limited**
2. Quarter ending : **March 31, 2020**

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Krishan Kumar Agarwal	00139252 & AAPPA5044B	Non Executive Chairman & Promoter Director	11/05/1972	31/08/2019 as Rotational	-	Not Applicable	29-10-1941	1	0	0	0
Mr.	Sandeep Agarwal	00139439 & ACEPA4737G	Managing Director	01/01/1993	01/04/2017 (Rotational for 3 years)	-	Not Applicable	24-08-1964	1	0	2	0

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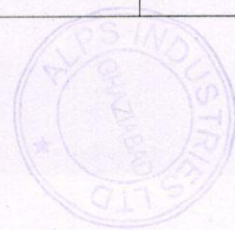
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				Rotational								
Mr.	Pramod Kumar Rajput	00597342 & AAAPR4916R	Whole Time Director	11/12/2009	28/07/2018 (Rotational for 3 years)	-	Not Applicable	06-06-1956	1	0	0	0
Mr.	Prabhat Krishna	02569624 & AAKPP4573F	Independent Director	31/07/2009	11/02/2018 (For 5 Years)	-	22 Months	06-11-1947	2	2	4	4
Mr.	Tilak Raj Khosla	02724242 & ACEPK5528K	Independent Director	31/07/2009	11/02/2018 (For 5 Years)	-	22 Months	19-03-1947	1	1	2	0
Mr.	Pradyumn Kumar Lamba	02843166 & AANPL8667R	Independent Director	12/12/2009	11/02/2018 (For 5 Years)	-	22 Months	15-01-1948	1	1	2	0
Ms.	Deepika Shergill	07093795 & AAAP03953E	Independent Director	11/02/2015	11/02/2018 (For 5 Years)	-	22 Months	11-08-1962	1	1	0	0
Whether Regular chairperson appointed: No												
Whether Chairperson is related to managing director or CEO: Yes												

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Prabhat Krishna	Chairperson of the committee & Independent Director-Member	31-07-2009	-
		Mr. Sandeep Agarwal	Managing Director & Member	01-01-1993	-
		Mr. Tilak Raj Khosla	Independent Director & Member	31-07-2009	-
		Mr. Pradyumn Kumar Lamba	Independent Director & Member	12-12-2009	-
2. Nomination & Remuneration Committee	No	Mr. Prabhat Krishna	Chairperson of the committee & Independent Director-Member	31-07-2009	-
		Mr. Tilak Raj Khosla	Independent Director & Member	31-07-2009	-
		Mr. Pradyumn Kumar Lamba	Independent Director & Member	12-12-2009	-
3. Risk Management Committee(if applicable)	Not Applicable				
4. Stakeholders Relationship Committee'	No	Mr. Prabhat Krishna	Chairperson of the committee & Independent Director-Member	31-07-2009	-
		Mr. Sandeep Agarwal	Managing Director & Member	01-01-1993	-



			Member		
		Mr. Tilak Raj Khosla	Independent Director & Member	31-07-2009	-
		Mr. Pradyumn Kumar Lamba	Independent Director & Member	12-12-2009	-

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
14/11/2019	12/02/2020	Yes	6	4	89

IV. Meetings of Committees

1. AUDIT COMMITTEE

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
12/02/2020	Yes	4	3	14/11/2019	89

2. STAKEHOLDER RELATIONSHIP COMMITTEE

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
12/02/2020	Yes	4	3	14/11/2019	89

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	YES

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee



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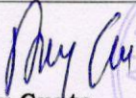
c. Stakeholders Relationship Committee

d. Risk management committee (applicable to the top 100 listed entities): **Not Applicable**

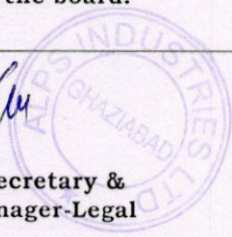
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. **Report was placed before the board and adopted by the board.**



Ajay Gupta
Company Secretary &
General Manager-Legal



Date: 09.05.2020

Place: Ghaziabad

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Annexure-I

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	<i>If Yes provide link to website. If No / NA provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.alpsindustries.com
b) Terms and conditions of appointment of independent directors	Yes	www.alpsindustries.com
c) Composition of various committees of board of directors	Yes	www.alpsindustries.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.alpsindustries.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.alpsindustries.com
f) Criteria of making payments to non-executive directors	Yes	www.alpsindustries.com
g) Policy on dealing with related party transactions	Yes	www.alpsindustries.com
h) Policy for determining 'material' subsidiaries	Yes	www.alpsindustries.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.alpsindustries.com
j) Email address for grievance redressal and other relevant details	Yes	www.alpsindustries.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.alpsindustries.com
l) Financial results	Yes	www.alpsindustries.com
m) Shareholding pattern	Yes	www.alpsindustries.com
n) Details of agreements entered into with the media companies and/or their associates	N.A	N.A
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A	N.A
p) New name and the old name of the listed entity	N.A	N.A
q) Advertisements as per regulation 47 (1)	Yes	www.alpsindustries.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A	N.A
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.alpsindustries.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.alpsindustries.com

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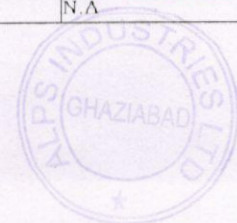
CIN : L51109UP1972PLC003544



b) Materiality Policy as per Regulation 30	Yes	www.alpsindustries.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A	N.A

II Annual Affirmations

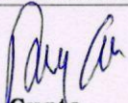
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A
Meeting of Risk Management Committee	21(3A)	N.A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A

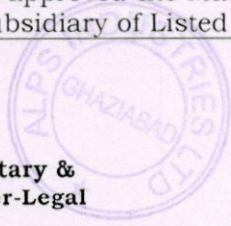


<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	N.A
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.


Ajay Gupta
Company Secretary &
General Manager-Legal



Date: 09.05.2020
Place: Ghaziabad