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	Ms. Erika D'Sa, (Relationship Manager)
Market Operations Deptt.,	Corporate Relationship Deptt.,
National Stock Exchange of India Ltd.,	Bombay Stock Exchange Limited,
Exchange Plaza, 5th Floor,	1 <sup>ST</sup> Floor New Trading Ring,
Plot No. C/1, G-Block, Bandra-Kurla Complex	Rotunda Building, P. J. Towers,
Bandra (E), Mumbai - 400 051	Dalal Street, Fort, Mumbai-400 001.
Ph – 91-22-2659 8101 – 8114	Ph – 022-22728995
Fax : 022 - 26598237/38/ 2659 8100	Fax: 022 - 22723121 /
Email – cmlist@nse.co.in	3719/2037/2039/2041/2061
	Email – intern.erika@bseindia.com ,
	corp.relations@bseindia.com

# 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.

# Alps Industries Ltd.

# **REGD./CORP. OFFICE**

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

### CORPORATE GPOVERNANCE REPORT

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

Name of the Direct or	PAN & DIN	Category (Chairper son /Executi ve/ Non- Executiv e/ independ ent / Nominee )	Date of Appoint ment	Date of Re-app ointment	Dat e of Ce ssa tion	Ten ure *	Date of Birth	No. Of directo rship in listed entities includi ng this listed entity [in referen ce to Regula tion 17A(1) ]	entities including this listed entity	Number of membe rshi ps in Audit/ Stakeh old er Commi ttee (s) includi ng this listed entity (Refer Regula tion 26(1) of Listing Regula tion s)	No of post of Chair perso n in Audit / Stake holde Comm ittee held in listed entiti es includ ing this listed entity ( <i>Refer</i> <i>Regul</i> <i>ation</i> 26(1)) of <i>Listir</i> g <i>Regul</i> <i>ation</i>
Kumar	& AAPPA5044B	Executive	72 Rotational	as				1	0	0	0
Sandeep Agarwal		00	93	01/04/2017 (Rotational for 3 years)		Not Applicable		1	0	2	0
	of the Direct or	of the Direct or& DINAgarwal00139252 & AAPPA5044B	of the Direct or	of the Direct or& DIN(Chairper son /Executi ve/ Non- Executive e/ independ ent / Nominee )Date of Appoint mentKrishan (umar Agarwal00139252 & AAPPA5044B AAPPA5044B Chairman & AAPPA5044B Chairman birectorNon Executive Promoter Director11/05/19 72 Rotational & 01/01/19	of the Direct or& DIN & DIN (Chairper son /Executiv e/ independ ent / Nom- Executive e/ independ ent / Nominee )Date of Appoint mentRe-app ointmentKrishan Quart Quart AppA5044B00139252 Executive b ManagineNon Low Promoter Director11/05/19 2 as Rotational confirmation to be continue as Non Executive Chairman de promoter Director11/05/19 31/08/2019 as Rotational confirmation to be continue as Non Executive Chairman, vide Special resolution passed at the AGM held on 31/08/2019 due to exceeding the age limit of 75 years.Sandeep 00139439Managing 01/01/1901/01/1901/04/2017	of the Direct or& DIN(Chairper son /Executiv e/ Non- Executiv e/ independ ent / Nominee )Date of Appoint mentRe-app ointmente of Ce ssa stionKrishan (umar (umar warwal00139252 & APPA5044B Chairman & APPA5044B Chairman (Chairman & ManagingNon Executive 72 Rotational Rotational ment31/08/2019 as confirmation to be continue as Non Executive Rotational promoter Director31/08/2019 as confirmation to be continue as Non Executive continue as Non Executive fresolution passed at the AGM held on 31/08/2019 due to exceeding the age limit of 75 years	of the Direct or& DIN(Chairper son (Executiv e/ Non- Executive e/ )Re-app ointmente of Ce ssa tionure **Krishan (Grishan karwal00139252 & Non (MaryarwalNon Executive (Maryarwal11/05/19 (Maryarwal31/08/2019 as sontinue as Non- Executive for as11/05/19 as sontinue as Non independent (MaryarwalNon (Maryarwal11/05/19 (Maryarwal11/05/19 (Maryarwal11/08/2019 as sontinue as Non Executive Promoter Director31/08/2019 as sontinue as Non Executive Rotational independent promoter DirectorNot (MaryarwalNot (MaryarwalKishan (Maryarwal00139252 (MaryarwalNon (Maryarwal (Maryarwal (Maryarwal)Non (Maryarwal)11/05/19 (Maryarwal)31/08/2019 (Maryarwal)Not (Maryarwal)Kishan (Maryarwal)00139252 (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Kishan (Maryarwal)00139252 (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Kishan (Maryarwal)00139252 (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Kishan (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)Non (Maryarwal)	of the Direct or& DIN (Chairper son /Executiv e/ nidepend ent / Non- Executiv e/ nidepend ent / NomineDate of Appoint mentRe-app ointmente d Ce ssa tionure of BirthKrishan Wagarwal00139252 & AAPPA5044B Chairman AgarwalNon Executive Promoter Director11/05/19 2 2 Rotational31/08/2019 as confirmation to be confirmation to a be confirmation the AGM held on assed at the AGM held on sassed	of the Direct or& DIN (Chairper /Executiv ve/ Non- Executive e/ independ ent / NomineeDate of Appoint mentRe-app ointmenture c C Sa tionof Birthdirecto directo listed entities indujated entities independ ent / NomineeGrishan Quarval00139252 & APPA5044BChairman karwalNon Executive (T2 T2 Executive Chairman karval11/05/19 as soft as continue as Non Executive Chairman karval31/08/2019 as soft continue as Non to be continue as Non Executive Chairman vide Special resolution passed at the AGM held on 31/08/2019 asNot continue as soft29-10- 100001Sandeep 00139439Managing 01/01/1901/04/2017-Not24-08-1	of the Direct or& DIN Schutt (Execution Non- Execution entities independ entities Nom- Execution entities independ entities independ entities independ entities independ entities independ entities independ entities independ entities independ entities enti	of the Direct or& DIN (Chairper (P) (P) Non- Executiv (P) Non- Executive (P) Non- Executive (P) Non- Executive (P) Non- Executive (P) Non- Executive (P) Non- Executive (P) Non- Executive (P) Non- Executive Non- Executive DirectorDate of (P) (P) (P) (P) (P) (P) (P)Bate of (P) (P) (P) (P) (P) (P) (P) (P) (P) (P) (P)Bate of (P) (P) (P) (P) (P) (P) (P) (P) (P) (P) (P) (P) (P) (P) (P) (P)Date of (P) (P) (P) (P) (P) (P) (P) (P) (P) (P) (P)Date of (P) (P) (P) (P) (P) (P) (P)De-of (P) (P) (P) (P) (P) (P) (P)De-of (P) (P) (P) (P) (P) (P) (P)De-of (P) (P) (P) (P) (P) (P) (P) (P)De-of (P) (P) (P) (P) (P) (P)De-of (P) (P) (P) (P) (P) (P) (P)De-of (P) (P) (P) (P) (P) (P) (P)Director (P) <br< td=""></br<>

CIN: L51109UP1972PLC003544

				Rotational					1						
Mr.	Kumar	00597342 & AAAPR4916R	Time	11/12/20 09 Rotational	(Rotation	nal		Not Applicable	06-06- 1956	1	0	0	0		
Mr.	Prabhat Krishna	02569624 & AAKPP4573F	Independe nt Director		11/02/2 (For 5 Ye		-	22 Months	06-11- 1947	2	2	4	4		
Mr.	Khosla	02724242 & ACEPK5528K	Independe nt Director		11/02/2 (For 5 Ye	ears)	-	22 Months	s 19-03- 1947	1	1	2	0		
Mr.	n Kumar	02843166 & AANPL8667R	Independe nt Director		11/02/2 (For 5 Ye		-	22 Months	3 15-01- 1948	1	1	2	0		
As.		07093795 & AAAPO3953E	Independe nt Director	15	11/02/2 (For 5 Ye	ears)	-	22 Months	11-08- 1962	1	1	0	0		
		Whether Reg													
		Whether Cha	irperson is	related to 1	nanaging	g director	r or	CEO: Yes							
11	. Compos	sition of Com	mittees												
Na	me of Co	mmittee		Reg	ether gular irperson ointed	Name Comm memb	itte	e (C	on-Exect	son/Exec utive/ ent/Nom		Date of Appoint ment	Date o Cessat on		
1. /	Audit Committee		udit Committee			Mr. Pral Krishna		C		on of the & Indep Iember		31-07-2009	-		
									Agarwal Mr. Tilak Raj I			Managing Director & Member Independent Director & Member		01-01-1993	-
							tor &	31-07-2009			-				
						Mr. Prac Kumar			ndepende Iember	ent Direct	or &	12-12-2009	-		
2.1	Nominatio	on & Remunera	ation Comm	ittee No		Mr. Pral Krishna		c		on of the & Indep 1ember		31-07-2009	-		
						Mr. Tila Khosla	k R	aj Ir		ent Direct	or &	31-07-2009	-		
					Mr. Prac Kumar			ndepende Iember	ent Direct	or &	12-12-2009	-			
	Risk Man olicable)	agement Com	imittee(if			1		N	ot Applie	able			1		
		ers Relationsh	ip Committe	ee' No		Mr. Pral	bha	t Krishna	Chairpe committ	rson of th ee & dent Dire		31-07-2009	-		
	2	/				Mr. San	idee	p Agarwal	Managir	ng Directo	or &	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)
4/11/2019	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)
2/02/2020	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

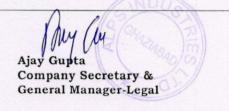
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- a. Audit Committee
- b. Nomination & Remuneration Committee

- 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.** 



Date: 09.05.2020 Place: Ghaziabad

# Alps Industries Ltd.

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

Annexure-I

Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
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
i) 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
) 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
b) 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:	2	
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.alpsindustries.com

Tel.:+91-120-4161700 (60 Lines) E-mal : info@alpsindustries.com Telefax.: +91-120-2896041 Website : www.alpsindustries.com

CIN : L51109UP1972PLC003544

ppplicable       transmitter         II Annual Affirmations       Regulation Number       Compliance status (Pres/No/NA)         Particulars       Regulation Number       Compliance status (Pres/No/NA)         independent director(s) have been appointed in terms of specified orteria of 'independence' and / or 'eligibility'       16(1)(b) & 25(6)       Yes         Board composition       17(2)       Yes       Yes       2000000000000000000000000000000000000	<ul> <li>b) Materiality Policy as per Regulation 30</li> <li>c) Dividend Distribution policy as per Regulation 43A (as</li> </ul>	Yes N.A	www.a	lpsindustries.con	
Particulars         Regulation Number         Compliance status           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(2)         Yes         Yes           Board of directors         17(2)         Yes           Dorum of Doard of directors         17(2)         Yes           Plans for orderly succession for appointments         17(3)         Yes           Code of Conduct         17(3)         Yes           Pears for orderly succession for appointments         17(4)         Yes           Code of Conduct         17(7)         Yes           Compliance Certificate         17(8)         Yes           Sisk Assessment & Management         17(7)         Yes           Performance Evaluation of Independent Directors         17(10)         Yes           Composition of Audit Committee         18(1)         Yes           Composition of Nomination & Remuneration Committee         19(1) & (2)         Yes           Composition of Nomination and Remuneration Committee         19(3A)         Yes           Composition of Stakeholder Relationship Committee         20(1), 20(2) and 20(2A)         Yes           Composition of Stakeholder Relationship Committee	applicable)	N.A		N.A	
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'Board composition17(1), 17(1A) & 17(1B)YesBoard of directors17(2)YesQuorum of board meeting17(2)YesPlans for orderly succession for appointments17(4)YesCode of Conduct17(5)YesCade of Conduct17(6)YesCade of Conduct17(7)YesCade of Conduct17(7)YesRecommendation of Independent Directors17(10)YesRecommendation of board17(11)YesComposition of Audit Committee18(1)YesComposition of Nomination and Remuneration Committee19(1) & (2)YesComposition of Nomination and Remuneration Committee19(1) & (2)YesComposition of Stakeholder Relationship Committee20(1), 20(2) and 20(2A)YesComposition of Stakeholder Relationship Committee21(3A)NAYeil Mechanis22YesPolicy for rel	II Annual Affirmations				
specified criteria of 'independence' and / or 'eligibility'       17(1), 17(1A) & 17(1B)         Board composition       17(2)       Yes         Meeting of board meeting       17(2A)       Yes         Quorum of board meeting       17(2A)       Yes         Review of Compliance Reports       17(3)       Yes         Plans for orderly succession for appointments       17(7)       Yes         Code of Conduct       17(5)       Yes         Pees/ compensation       17(6)       Yes         Orde of Conduct       17(7)       Yes         Compliance Certificate       17(8)       Yes         Sisk 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         Outrum of Nomination and Remuneration Committee       19(1) & (2)       Yes         Quorum of Nomination and Remuneration Committee       19(3A)       Yes         Composition of Stakeholder Relationship Committee       20(1), 20(2) and 20(2A)       Yes         Composition and role of Risk Management Committee       21(1), (	Particulars	Regulation Nur	nber	status	
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         Recommendation 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         Composition of Audit Committee       18(2)       Yes         Composition of Nomination & Remuneration Committee       19(1) & (2)       Yes         Composition of Stakeholder Relationship Committee       19(12)       Yes         Composition and role of Risk Management Committee       19(12)       Yes         Composition and role of Risk Management Committee       19(12)       Yes         Composition and role of Risk Management Committee       20(1), 20(2) and 20(2A)       Yes         Composition and role of Risk Management	Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)		Yes	
Meeting of board of directors17(2)YesQuorum of board of directors17(2A)YesReview of Compliance Reports17(3)YesPlans for orderly succession for appointments17(4)YesPlans for orderly succession for appointments17(5)YesPeers compensation17(6)YesScode of Conduct17(7)YesSees/compensation17(7)YesCompliance Certificate17(8)YesRecommendation of Independent Directors17(10)YesRecommendation of board17(11)YesMaximum number of directorship17AYesComposition of Audit Committee18(1)YesComposition of Audit Committee18(2)YesComposition of Nomination & Remuneration Committee19(2A)YesQuorum of Nomination & Remuneration Committee19(3A)YesComposition of Stakeholder Relationship Committee20(3A)YesComposition and role of Risk Management Committee21(3)N.AWeeting of Kisk Management Committee21(3A)N.AWight Mechanism22YesPrior or Omnibus approval of Audit Committee for all evalet y transactions23(1), (1A), (5), (6), (7) & YesPrior or Indeed party transactions on consolidated basis23(9)YesOrangosition of Board of Directors of unlisted naterial Subsidiary24(2), (3), (4), (5) & (6)YesYes24(A)Yes	Board composition	17(1), 17(1A) & 1	7(1B)	Yes	
Quorum of board meeting17(2A)YesReview of Compliance Reports17(3)YesQuorum of conderly succession for appointments17(4)YesCode of Conduct17(5)YesPees/ compensation17(6)YesMinimum Information17(7)YesCompliance Certificate17(8)YesPerformance Evaluation of Independent Directors17(10)YesRecommendation of board17(11)YesMaximum number of directorship17AYesComposition of Audit Committee18(1)YesComposition of Audit Committee18(2)YesComposition of Nomination & Remuneration Committee19(1)YesQuorum of Nomination and Remuneration Committee19(1), 20(2) and 20(2A)YesComposition of Stakeholder Relationship Committee20(1), 20(2) and 20(2A)YesComposition and role of Risk Management Committee21(3A)YesComposition and role of Risk Management Committee21(3A)NAMeeting of Stakeholder Relationship Committee21(3A)NAMeeting of Risk Management Committee21(3A)NAMeeting of Risk Management Committee21(3A)NAMeeting of Risk Management Committee23(2), (3)YesPoicy for related party Transaction23(1), (1A), (5), (6), (7) & YesProor Or minbus approval of Audit Committee for all related party transactions on consolidated pasis23(2), (3)Proor Or minbus approval of Audit Committee for all related party transactions on consolidat	Meeting of board of directors			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         Scode of Conduct       17(7)       Yes         Compliance Certificate       17(8)       Yes         Compliance 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         Composition of Audit Committee       18(2)       Yes         Composition of Nomination & Remuneration Committee       19(1) & (2)       Yes         Quorum of Nomination and Remuneration Committee       19(3A)       Yes         Composition of Stakeholder Relationship Committee       20 (3A)       Yes         Composition and role of Risk Management Committee       21(3A)       N.A         Weeting of Risk Management Committee       21(3A)       N.A         Composition and role of Audit Committee       21(3A)       N.A         Prior or Onnibus approval of Audit Committee for all       23(2), (3)       Yes         Prior or Conduct party t	Quorum of board meeting		Y	Yes	
Plans for orderly succession for appointments       17(4)       Yes         Code of Conduct       17(5)       Yes         Code of Conduct       17(6)       Yes         Composition       17(7)       Yes         Compliance Certificate       17(7)       Yes         Compliance Cortificate       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         Composition of Nomination & Remuneration Committee       19(1) & (2)       Yes         Quorum of Nomination and Remuneration Committee       19(2A)       Yes         Quorum of Nomination & Remuneration Committee       19(3A)       Yes         Composition of Stakeholder Relationship Committee       20(1), 20(2) and 20(2A)       Yes         Composition and role of Risk Management Committee       21(1), (2), (3), (4)       N.A         Weeting of Stakeholder Relationship Committee       21(1), (2), (3), (4)       N.A         Vigil Mechanism       22       Yes       Yes         Policy for related party Transaction       23(1), (1A), (5), (6), (7) & Yes       Yes	Review of Compliance Reports		1	res .	
Code of Conduct17(5)YesPees/compensation17(6)YesCompliance Certificate17(7)YesCompliance Certificate17(8)YesPerformance Evaluation of Independent Directors17(10)YesRecommendation of board17(11)YesMaximum number of directorship17(11)YesComposition of Audit Committee18(1)YesComposition of Audit Committee18(2)YesComposition of Nomination & Remuneration Committee19(1) & (2)YesQuorum of Nomination and Remuneration Committee19(2A)YesComposition of Stakeholder Relationship Committee20(1), 20(2) and 20(2A)YesComposition and role of Risk Management Committee21(1),(2),(3),(4)N.AWeeting of Stakeholder Relationship Committee21(1),(2),(3),(4)N.AWeeting of Risk Management Committee21(3A)YesPolicy for related party Transaction23(2), (3)YesPrior or Omnibus approval of Audit Committee for all eelated party transactions23(4)N.ADisclosure of related party transactions on consolidated pasitis23(9)YesComposition of Board of Directors of unlisted material Subsidiary24(1)YesComposition of Stakel on Directors of unlisted material Subsidiary24(2),(3),(4),(5) & (6)YesYes23(4)N.A24(2),(3),(4),(5) & (6)Yes				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         Composition of Nomination & Remuneration Committee       19(1) & (2)       Yes         Composition of Nomination and Remuneration Committee       19(2A)       Yes         Quorum of Nomination & Remuneration Committee       19(2A)       Yes         Composition of Stakeholder Relationship Committee       20(1), 20(2) and 20(2A)       Yes         Composition and role of Risk Management Committee       21(1), (2), (3), (4)       N.A         Weeting of Stakeholder Relationship Committee       21(1), (2), (3), (4)       N.A         Vigil Mechanism       22       Yes       Yes         Composition and role of Risk Management Committee       21(1), (2), (3), (4)       N.A         Vigil Mechanism       22       Yes       Yes         Prior or Onnibus approval of Audit Committee for all					
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Meeting of Risk Management Committee21(3A)N.AVigil Mechanism22YesPolicy for related party Transaction23(1),(1A),(5),(6),(7) & YesPrior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)YesPrior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)YesPrior or Omnibus approval of Audit Committee for all related party transactions23(2), (3)YesObsciosure of related party transactions on consolidated basis23(9)YesObsciosure of Board of Directors of unlisted material Subsidiary24(1)YesOther Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)YesAnnual Secretarial Compliance Report24(A)Yes	Meeting of Stakeholder Relationship Committee	20 (3A)	Y	les	
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Composition of Board of Directors of unlisted material Subsidiary24(1)YesOther Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)YesAnnual Secretarial Compliance Report24(A)Yes	Disclosure of related party transactions on consolidated basis	23(9)	7	les	
Other Corporate Governance requirements with respect to subsidiary of listed entity24(2),(3),(4),(5) & (6)YesAnnual Secretarial Compliance Report24(A)Yes	Composition of Board of Directors of unlisted	24(1)	0	íes	
Annual Secretarial Compliance Report 24(A) Yes	Other Corporate Governance requirements with	24(2),(3),(4),(5) &	(6)	les	
Alternate Director to Independent Director 25/11 NA	Annual Secretarial Compliance Report	24(A)	1	fes	
	Alternate Director to Independent Director	25(1)	N	N.A.	

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