

Alps Industries Ltd.

REGD./CORP. OFFICE

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

ALPS/040/SE11/2020-21

May 12, 2020

<p>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</p>	<p>Ms. Erika D'Sa, (Relationship Manager) Corporate Relationship Deptt., Bombay Stock Exchange Limited, 1ST 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.relations@bseindia.com</p>
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SUB : SUBMISSION OF ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED ON MARCH 31, 2020 IN TERMS OF SEBI CIRCULAR NO. CIR/CFD/CMD1/27/2019 DATED 08.02.2019.

Dear Sir,

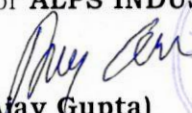
This has in reference to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 applicable w.e.f financial year ending on March 31, 2019. As required, we are submitting herewith Annual Secretarial Compliance Report for the year ended on 31st March, 2020 duly certified by Practicing Company Secretary.

This is for your kind information please.

Thanking you,

Yours faithfully,

For **ALPS INDUSTRIES LIMITED**


(Ajay Gupta)

Company Secretary

& General Manager - Legal

Encl. a/a.



NISHA CHOUDHARY & ASSOCIATES

CS Nisha Choudhary
Address: G-3, Sector-3, Noida-201301
Email id: nishajaanvi@gmail.com
Contact No: 8178447102

Secretarial Compliance Report Of

Alps Industries Limited for the year ended 31st March, 2020.

I, **Nisha Choudhary**, the Proprietor of **M/s. Nisha Choudhary & Associates**, Company Secretaries having office at G-3, Sector-3, Noida -201301, have examined:

- (a) all the documents and records made available to us and explanation provided by **Alps Industries Limited** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification for the year ended **31st March, 2020** (“Review Period”) in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”):

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable**

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

and circulars/ guidelines issued there under;

I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars /guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
		NA	

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.

	Bombay Stock Exchange (BSE)	Due to non payment of Annual Listing Fees Since Financial Year 2016-17, BSE issued the notice vide their Letter ref. No. DCS/ALF/PS/PF/585-558/2019-20 dated 04.12.2019 intimating thereby freezing the demat accounts of the Promoters and promoter group of the company in terms of Circular Ref. No. LIST/COMP/OPS/ 16 /2019-2020.	Freezing the demat accounts of the Promoters and promoter group of the company vide their Letter ref. No. DCS/ALF/PS/PF/585-558/2019-20 dated 04.12.2019.	<p>The company had applied for de-listing of its shares from Bombay Stock Exchange vide its request application dated 9th June, 2016 in accordance with the prescribed rules for delisting which are supposed to be disposed off by BSE within 30 days of its receipt as per Delisting Regulations but BSE failed to do so.</p> <p>Being aggrieved with BSE's inaction and the arbitrary exorbitant demand of de-listing fee for delisting the shares, the company instituted a writ petition numbered 8567 of 2018 before the Hon'ble High Court, Allahabad, wherein the Hon'ble Court had issued notices wherein BSE and SEBI both have filed their affidavits and contesting the Writ whereby all the facts related to the issue are known to BSE and SEBI. The Case is pending adjudication before Hon'ble High Court at Allahabad at present.</p> <p>However in the interest of investors the company has paid all its dues of Annual Listing Fees to BSE on 27.02.2020 under protest. Presently</p>
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:.

Sr. No.	No. Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended on 31st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NA				

For **Nisha Choudhary & Associates**

Date: 12/05/2020
Place: Noida

**NISHA
CHOUDHARY**

Digitally signed by NISHA CHOUDHARY
DN: c=IN, o=Personal,
postalCode=201007, st=Uttar Pradesh,
2.5.4.20=b8ceca180cfe575c0ce1145885b
5f07e81b64fa8805c577fa4b11895d7447c
serialNumber=22f5007c3a8f83c264dd274
5e6af4bdadefda1013c44053d94cf920a65
d8db41, cn=NISHA CHOUDHARY
Date: 2020.05.12 12:24:05 +05'30'

Nisha Choudhary
Company Secretary
ACS No.: 54197
C P No.: 22963
UDIN No.: A054197B000228228