

Alps Industries Limited

REGD. / CORP. OFFICE

Plot No 15-B, G. T. Road
Chaudhary Morh, Ghaziabad
Uttar Pradesh - 201001

ALPS/04/SE12/2024-25

April 5, 2024

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| <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 Email -cmlist@nse.co.in</p> | <p>The 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 Email - intern.erika@bseindia.com, corp.relationships@bseindia.com</p> |
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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, 2024.

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. Quarterly Compliance Report on Corporate Governance for the Quarter and Year ended on March 31, 2024.

We hope you will find the same in order.

Thanking you,

Yours faithfully,

For **ALPS INDUSTRIES LIMITED**


(Ajay Gupta)

**Company Secretary
& Asstt. Vice President - Legal**
Mob. No.: 9871692058
E-mail id: ajaygupta@alpsindustries.com
Encl : a/a.



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Website : www.alpsindustries.com
CIN: L51109UP1972PLC003544

Alps Industries Limited

REGD. / CORP. OFFICE

Plot No 15-B, G. T. Road

Chaudhary Morh, Ghaziabad

Uttar Pradesh - 201001

Annexure-I

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : **Alps Industries Limited**
2. Quarter ending : **March 31, 2024**

| 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 Directors 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. | Sandeep Agarwal | 00139439 & ACEPA4737G | Managing Director | 01/01/1993 | 01/04/2023 (Rotational for 3 years) | - | Not Applicable | 24-08-1964 | 1 | 0 | 2 | 0 |
| Mr. | Pramod Kumar Rajput | 00597342 & AAAPR4916R | Non-Executive Non-Independent Director | 11/12/2009 | 12/08/2023 (Change in Status Category) | - | Not Applicable | 06-06-1956 | 1 | 0 | 0 | 0 |
| Mr. | Arun Kumar Bhattar | 07957636 & ACTPB6456G | Independent Director | 13/05/2022 | - | - | 22 Month 17 days | 22.06.1968 | 1 | 1 | 1 | 0 |
| Mr. | Arun Kumar Pal | 09576141 & AGPPP1869F | Independent Director | 13/05/2022 | - | - | 22 Month 17 days | 16.07.1959 | 1 | 1 | 2 | 0 |



Contact : +91-9871692058
Email: ajaygupta@alpsindustries.com

Website : www.alpsindustries.com
CIN: L51109UP1972PLC003544

| | | | | | | | | | | | |
|-----------------------------------------------------------------------|-----------------------|----------------------|------------|---|---|------------------|------------|---|---|---|---|
| Mr. Vikas Lamba | 09573001 & AADPL4319E | Independent Director | 13/05/2022 | - | - | 22 Month 17 days | 07.02.1963 | 1 | 1 | 2 | 2 |
| Ms. Shikha | 09573028 & DARPS0935Q | Independent Director | 13/05/2022 | - | - | 22 Month 17 days | 20.11.1991 | 1 | 1 | 0 | 0 |
| Whether Regular chairperson appointed: No | | | | | | | | | | | |
| Whether Chairperson is related to managing director or CEO: No | | | | | | | | | | | |

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. Sandeep Agarwal | Managing Director & Member | 01-01-1993 | - |
| | | Mr. Vikas Lamba | Chairperson of the committee & Independent Director-Member | 13-05-2022 | - |
| | | Mr. Arun Kumar Bhattar | Independent Director & Member | 13-05-2022 | - |
| | | Mr. Arun Kumar Pal | Independent Director & Member | 13-05-2022 | - |
| 2. Nomination & Remuneration Committee | No | Mr. Vikas Lamba | Chairperson of the committee & Independent Director-Member | 13-05-2022 | - |
| | | Mr. Arun Kumar Pal | Independent Director & Member | 13-05-2022 | - |
| | | Ms. Shikha | Independent Director & Member | 13-05-2022 | - |
| 3. Risk Management Committee(if applicable) | Not Applicable | | | | |
| 4. Stakeholders Relationship Committee' | No | Mr. Sandeep Agarwal | Managing Director & Member | 01-01-1993 | - |
| | | Mr. Vikas Lamba | Chairperson of the committee & Independent Director-Member | 13-05-2022 | - |
| | | Mr. Arun Kumar Pal | Independent Director & Member | 13-05-2022 | - |

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) |
|-----------------------------------------------------|-----------------------------------------------------|-----------------------------------|-----------------------------|------------------------------------------|-------------------------------------------------------------|
| 27/10/2023 | 14/02/2024 | Yes | 5 | 3 | 109 |



IV. Meetings of Committees

1. AUDIT COMMITTEE

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Total Number of Directors as on date of the meeting | Number of Directors present(All directors including independent director) | 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) |
|-------------------------------------------------------------|---------------------------------------------|-----------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|
| 14/02/2024 | Yes | 4 | 3 | 2 | 27/10/2023 | 109 |

2. STAKEHOLDER RELATIONSHIP COMMITTEE

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Total Number of Directors as on date of the meeting | Number of Directors present(All directors including independent director) | 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) |
|-------------------------------------------------------------|---------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|
| 14/02/2024 | Yes | 3 | 2 | 1 | 27/10/2023 | 109 |

3. NOMINATION AND REMUNERATION COMMITTEE

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Total Number of Directors as on date of the meeting | Number of Directors present(All directors including independent director) | 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) |
|-------------------------------------------------------------|---------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|
| - | - | - | - | - | - | - |

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.
5. 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.**

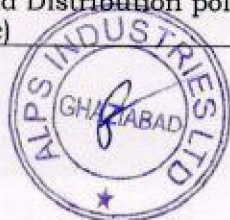

Ajay Gupta
Company Secretary &
Asstt. Vice President-Legal



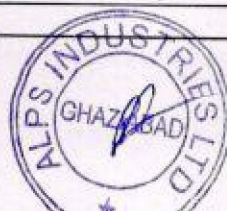
Date: 05.04.2024
Place: Ghaziabad

Annexure-II

| I. Disclosure on website in terms of Listing Regulations | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------|
| 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 |
| 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 |
| 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) |
| <i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i> | 16(1)(b) & 25(6) | Yes |
| <i>Board composition</i> | 17(1), 17(1A) & 17(1B) | Yes |
| <i>Meeting of board of directors</i> | 17(2) | Yes |
| <i>Quorum of board meeting</i> | 17(2A) | Yes |
| <i>Review of Compliance Reports</i> | 17(3) | Yes |
| <i>Plans for orderly succession for appointments</i> | 17(4) | Yes |
| <i>Code of Conduct</i> | 17(5) | Yes |
| <i>Fees/compensation</i> | 17(6) | Yes |
| <i>Minimum Information</i> | 17(7) | Yes |
| <i>Compliance Certificate</i> | 17(8) | Yes |
| <i>Risk Assessment & Management</i> | 17(9) | Yes |
| <i>Performance Evaluation of Independent Directors</i> | 17(10) | Yes |
| <i>Recommendation of board</i> | 17(11) | Yes |
| <i>Maximum number of directorship</i> | 17A | Yes |
| <i>Composition of Audit Committee</i> | 18(1) | Yes |
| <i>Meeting of Audit Committee</i> | 18(2) | Yes |
| <i>Composition of Nomination & Remuneration Committee</i> | 19(1) & (2) | Yes |
| <i>Quorum of Nomination and Remuneration Committee meeting</i> | 19(2A) | Yes |
| <i>Meeting of Nomination & Remuneration Committee</i> | 19(3A) | Yes |
| <i>Composition of Stakeholder Relationship Committee</i> | 20(1), 20(2) and 20(2A) | Yes |
| <i>Meeting of Stakeholder Relationship Committee</i> | 20 (3A) | Yes |
| <i>Composition and role of Risk Management Committee</i> | 21(1),(2),(3),(4) | N.A |
| <i>Meeting of Risk Management Committee</i> | 21(3A) | N.A |
| <i>Vigil Mechanism</i> | 22 | Yes |
| <i>Policy for related party Transaction</i> | 23(1),(1A),(5),(6),(7) & (8) | Yes |
| <i>Prior or Omnibus approval of Audit Committee for all related party transactions</i> | 23(2), (3) | Yes |
| <i>Approval for material related party transactions</i> | 23(4) | N.A |
| <i>Disclosure of related party transactions on consolidated Basis</i> | 23(9) | Yes |
| <i>Composition of Board of Directors of unlisted material Subsidiary</i> | 24(1) | Yes |
| <i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i> | 24(2),(3),(4),(5) & (6) | Yes |
| <i>Annual Secretarial Compliance Report</i> | 24(A) | Yes |
| <i>Alternate Director to Independent Director</i> | 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 |

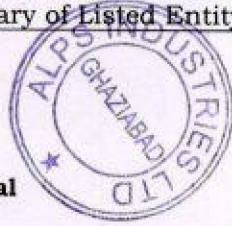


| | | |
|-------------------------------------------------------------------------------------------------------------------|---------------|-----|
| Directors and Officers insurance | 25(10) | N.A |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members 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 &
Asstt. Vice President-Legal



Date: 05.04.2024
Place: Ghaziabad

Half year ending - March 31, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc.

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount during six months | Balance outstanding at the end of six months |
|------------------------------------------------------------------------|------------------------------------|----------------------------------------------|
| Promoter or any other entity controlled by them | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking account any invocation) |
|------------------------------------------------------------------------|---------------------------------------|------------------------------------------------|------------------------------------------------------------------------------|
| Promoter or any other entity controlled by them | NIL | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |



[Handwritten Signature]

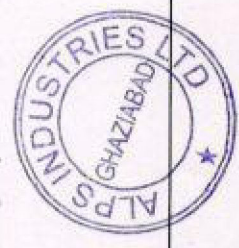
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debtavailed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|------------------------------------------------------------------------|--------------------------------------|--------------------------------------------------------|----------------------------------------------|
| Promoter or any other entity controlled by them | NIL | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL | NIL |
| Directors (including relatives) or any other entity controlled by them | NIL | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.


JAMIL AHMED KHAN
CFO



1. Name of the Listed Entity: **Alps Industries Limited**
2. Quarter Ending: **March 31, 2024**

| Details of Cyber Security Incidence | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|----------------------------|---|
| Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | | No | |
| Date of the event | - | Brief details of the event | - |

For Alps Industries Limited



Ajay Gupta
Company Secretary &
Asstt. Vice President-Legal



Date: 05.04.2024
Place: Ghaziabad