

# Alps Industries Ltd.

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

1. Name of Listed Entity: Alps Industries Limited
2. Quarter ending: 31<sup>st</sup> March, 2019

## I. Composition of Board of Directors

Sr. No.	Title (Mr./Ms.)	Name of the Director	DIN & PAN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directors hip in listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	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)
1.	Mr.	Krishan Kumar Agarwal	00139252 & AAPPA5044B	Chairman & Non Executive Director	11/05/1972 (Rotational)	NA	1	0	0
2.	Mr.	Sandeep Agarwal	00139439 & ACEPA4737G	Managing Director	01/04/2017 (Rotational for 3 years)	Original date of appointment 01/01/1993. Latest reappointment on 01/04/2017 to 31/03/2020	1	2	0
3.	Mr.	Pramod Kumar Rajput	00597342 & AAAPR4916R	Whole Time Director	28/07/2018 (Rotational for 3 years)	Original date of appointment 11/12/2009. Latest reappointment on 28/07/2018 to 27/07/2021	1	0	0
4.	Mr.	Prabhat Krishna	02569624 & AAKPP4573F	Independent Director	11/02/2018 (For 5 Years)	Original date of appointment 31/07/2009. Reappointment on 11/02/2015 to 10/02/2018.	2	4	4



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Website : www.alpsindustries.com

CIN : L51109UP1972PLC003544



						Further reappointment on 11/02/2018 to 10/02/2023			
5.	Mr.	Tilak Raj Khosla	02724242 & ACEPK5528K	Independent Director	11/02/2018 (For 5 Years)	Original date of appointment 31/07/2009. Reappointment on 11/02/2015 to 10/02/2018. Further reappointment on 11/02/2018 to 10/02/2023	1	2	0
6.	Mr.	Pradyumn Kumar Lamba	02843166 & AANPL8667R	Independent Director	11/02/2018 (For 5 Years)	Original date of appointment 12/12/2009. Reappointment on 11/02/2015 to 10/02/2018. Further reappointment on 11/02/2018 to 10/02/2023	1	2	0
7.	Ms.	Deepika Shergill	07093795 & AAAP03953E	Independent Director	11/02/2018 (For 5 Years)	Original appointment from 11/02/2015 to 10/02/2018. Reappointment on 11/02/2018 to 10/02/2023	1	0	0

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Prabhat Krishna	Chairman of the committee & Independent Director-Member
	Mr. Sandeep Agarwal	Managing Director & Member
	Mr. Tilak Raj Khosla	Independent Director & Member
	Mr. Pradyumn Kumar Lamba	Independent Director & Member





2. Nomination & Remuneration Committee	Mr. Prabhat Krishna	Chairman of the committee & Independent Director-Member
	Mr. Tilak Raj Khosla	Independent Director & Member
	Mr. Pradyumn Kumar Lamba	Independent Director & Member
3. Risk Management Committee (if applicable)	<b>Not Applicable</b>	
4. Stakeholders Relationship Committee'	Mr. Prabhat Krishna	Chairman of the committee & Independent Director-Member
	Mr. Sandeep Agarwal	Managing Director & Member
	Mr. Tilak Raj Khosla	Independent Director & Member
	Mr. Pradyumn Kumar Lamba	Independent Director & Member

### 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	Maximum gap between any two consecutive (in number of days)
14/11/2018	12/02/2019	89

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14/11/2018	Yes, all the members were present namely; Mr. Prabhat Krishna Mr. Pradyumn Kumar Lamba Mr. Sandeep Agarwal Mr. Tilak Raj Khosla	12/02/2019	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 Audit Committee	YES

### VI. Affirmations

- 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): **NA**
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 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: 05.04.2019  
Place: Ghaziabad



# Alps Industries Ltd.

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

## I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details	Mr. Ajay Gupta Company Secretary & General Manager-Legal <a href="mailto:ajavgupta@alpsindustries.com">ajavgupta@alpsindustries.com</a> Off: 0120-4161716
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

## II Annual Affirmations

### Particulars

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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes



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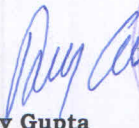
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<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<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 Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

  
**Ajay Gupta**  
**Company Secretary &**  
**General Manager-Legal**



Date: 05.04.2019  
Place: Ghaziabad