

## Integrated Governance

### ALPS INDUSTRIES LIMITED

#### General information about company

Scrip code	530715	
NSE Symbol	ALPSINDUS	
MSEI Symbol	NOTLISTED	
ISIN	INE093B01015	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2025	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false	Disclosure related to the acquisition of shares or voting rights in Unlisted companies is not applicable to the entity.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	false	Disclosure of imposition of penalty is not appliacble to the entity
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	true	
Risk management committee	false	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	true	
SCORE Registration ID	A00161	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory						Textual Information(1)																	
Whether the listed entity has a Regular Chairperson						false																	
Whether Chairperson is related to MD or CEO						false	Disqualification of Directors under section 164 of the Companies Act, 2013																
Sr no.	Title(Mr/ Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Sandeep Agarwal	Executive Director	Chairperson	MD	false				Active	NA		01-01-1993	01-04-2023			1	0	2	0			
2	Mr	Pramod Kumar Rajput	Non-Executive - Non Independent Director	Not Applicable		false				Active	NA		11-12-2009	12-08-2023			1	0	0	0			
3	Mr	Arun Kumar Bhatler	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-05-2022			34	1	1	1	0			
4	Mr	Arun Kumar Pal	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-05-2022			34	1	1	2	2			
5	Mr	Vikas Lamba	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-05-2022			34	1	1	2	2			
6	Mrs	Shikha	Non-Executive - Independent Director	Not Applicable		false				Active	NA		13-05-2022			34	1	1	0	0			

**Text Block**

Textual Information(1)	The Board is constituted validly having six directors consisting one executive director, one non-executive non-independent director and four non-executive independent directors.
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**Annexure I****II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

**Audit Committee Details**

Whether the Audit Committee has a Regular Chairperson						false
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Sandeep Agarwal	Executive Director	Member	01-01-1993		
2	Vikas Lamba	Non-Executive - Independent Director	Chairperson	13-05-2022		
3	Arun Kumar Bhatler	Non-Executive - Independent Director	Member	13-05-2022		
4	Arun Kumar Pal	Non-Executive - Independent Director	Member	13-05-2022		

**Nomination and remuneration committee**

Whether the Nomination and remuneration committee has a Regular Chairperson						false
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Vikas Lamba	Non-Executive - Independent Director	Chairperson	13-05-2022		
2	Arun Kumar Pal	Non-Executive - Independent Director	Member	13-05-2022		
3	Shikha	Non-Executive - Independent Director	Member	13-05-2022		

**Stakeholders Relationship Committee**

Whether the Stakeholders Relationship Committee has a Regular Chairperson						false
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Sandeep Agarwal	Executive Director	Member	01-01-1993		
2	Vikas Lamba	Non-Executive - Independent Director	Chairperson	13-05-2022		
3	Arun Kumar Pal	Non-Executive - Independent Director	Member	13-05-2022		

**Corporate Social Responsibility Committee**

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						false
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Vikas Lamba	Non-Executive - Independent Director	Chairperson	13-05-2022		
2	Sandeep Agarwal	Executive Director	Member	01-01-1993		
3	Arun Kumar Pal	Non-Executive - Independent Director	Member	13-05-2022		



**Annexure I****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2024			false	6	6	4
2	14-02-2025	91		true	6	6	4

**Annexure I****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2024				true	4	4	3	0
2	Audit Committee	14-02-2025	91			true	4	4	3	0
3	Stakeholders Relationship Committee	14-11-2024				true	3	3	2	0
4	Stakeholders Relationship Committee	14-02-2025	91			true	3	3	2	0

**Annexure I****V. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	true
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true
7	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.	true
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	AJAY GUPTA
2	Designation	Company Secretary and Compliance Officer

**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	false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

**Annexure II**

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.alpsindustries.com
2	Terms and conditions of appointment of independent directors	Yes		www.alpsindustries.com
3	Composition of various committees of board of directors	Yes		www.alpsindustries.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.alpsindustries.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.alpsindustries.com
6	Criteria of making payments to non-executive directors	Yes		www.alpsindustries.com
7	Policy on dealing with related party transactions	Yes		www.alpsindustries.com
8	Policy for determining 'material' subsidiaries	Yes		www.alpsindustries.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.alpsindustries.com
10	Email address for grievance redressal and other relevant details	Yes		www.alpsindustries.com
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.alpsindustries.com
12	Financial results	Yes		www.alpsindustries.com
13	Shareholding pattern	Yes		www.alpsindustries.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	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	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.alpsindustries.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.alpsindustries.com
20	Secretarial Compliance Report	Yes		www.alpsindustries.com
21	Materiality Policy as per Regulation 30 (4)	Yes		www.alpsindustries.com
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.alpsindustries.com
23	Disclosures under regulation 30(8)	Yes		www.alpsindustries.com
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.alpsindustries.com
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.alpsindustries.com
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		NA
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

## Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	NA	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	NA	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	

45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
Any other information to be provided				



**Annexure II**

1	Name of signatory	AJAY GUPTA
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

## III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

**Annexure II**

1	Name of signatory	AJAY GUPTA
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	AJAY GUPTA
Designation of person	Company Secretary and Compliance Officer
Place	Ghaziabad
Date	15-04-2025

**Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Commissioner of Income Tax (Appeal) (A.Y. 2014-15)	14-04-2022	Yet to be listed for Hearing	Assessing officer has passed order u/s 143(3) r.w.s. 147 r.w.s. 144B of Income Tax Act' 1961 dated 26.03.2022 making additions of Rs. 2,51,37,025/- by disallowing expenses. The appeal of company is pending with Ld. Commissioner of Income Tax (Appeal).
2	Commissioner of Income Tax (A.Y. 2016-17)	14-04-2022	Yet to be listed for Hearing	Assessing officer has passed order u/s 143(3) r.w.s. 147 r.w.s. 144B of Income Tax Act' 1961 dated 26.03.2022 making additions on account of disallowance of expenses Rs. 64,99,286/- by disallowing expenses. The appeal of company is pending with Ld. Commissioner of Income Tax (Appeal).
3	Commissioner of Income Tax (A.Y. 2018-19)	01-04-2024	Yet to be listed for Hearing	Assessing officer has passed order u/s 143(3) r.w.s. 147 r.w.s. 144B of Income Tax Act' 1961 dated 02.03.2024 making additions Rs. 1,25,25,234/- by disallowing expenses. The appeal of company is pending with Ld. Commissioner of Income Tax (Appeal).
4	Commissioner of Income Tax (A.Y. 2016-17)	08-04-2025	Yet to be listed for Hearing	Assessing officer has passed order u/s 143(3) r.w.s. 147 of Income Tax Act' 1961 dated 30.03.2025 making additions Rs. 1,54,77,792/- by disallowing expenses. The appeal of company is pending with Ld. Commissioner of Income Tax (Appeal).
5	Commissioner of Income Tax (A.Y. 2020-21)	04-04-2025	Yet to be listed for Hearing	Assessing officer has passed order u/s 143(3) r.w.s. 147 of Income Tax Act' 1961 dated 10.03.2025 making additions Rs. 1,00,00,000/- by disallowing expenses. The appeal of company is pending with Ld. Commissioner of Income Tax (Appeal).
6	GST, Uttar Pradesh (F.Y. 2017-18)	11-03-2024	The Appeal filed by the company has been decided against the company confirming the additions vide appeal order dt. 4.2.2025. Demand deposited.	The Joint Commissioner, GST, Ghaziabad has raised the demand of Rs. 2,34,909/- & Interest Rs. 2,94,274/- on assessment. The appeal of company has not been allowed by Appellate Authority, GST.
7	GST, Uttar Pradesh (F.Y. 2018-19)	29-06-2024	The Appeal filed by the company has been decided against the company confirming the additions vide appeal order dt. 4.2.2025. Demand deposited.	The Joint Commissioner, GST, Ghaziabad has raised the demand of Rs. 2,98,954/- & Interest Rs. 3,38,817/- on assessment. The appeal of company has not been allowed by Appellate Authority, GST.
8	Uttar Pradesh (GST) (F.Y. 2019-20)	25-11-2024	The Appeal filed by the company has been decided partly confirming the additions vide appeal order dt. 4.2.2025. Demand deposited.	The Joint Commissioner, GST, Ghaziabad has raised the demand of Rs. 8,31,253/- & Interest Rs. 6,20,924/- on assessment. The appeal of company has been partly allowed by Appellate Authority, GST.