

TO,  
THE MEMBERS OF  
ALPS ENERGY PRIVATE LIMITED  
NEW DELHI

Your Directors have pleasure in presenting the Fifteenth Annual Report along with Audited Accounts of the Company for the period ended on 31st March, 2022.

**FINANCIAL RESULTS**

The financial accounts for the financial year 2021-22 have been compiled. The company has suffered a loss of Rs. (4.86) Lakh during the year under review.

**PROJECT AND PERFORMANCE**

The company is exploring identifying more viable business projects.

**STATUS OF HOLDING OF PARENT COMPANY**

During the year under review, there is no change in the shareholding of M/s. Alps Industries Limited i.e. Parent company. Hence, the status of our company is an ordinary subsidiary company.

**FINANCIAL ARRANGEMENTS**

The company has not availed any financial assistance during the year.

**ISSUE & TRANSFER OF SECURITIES**

The company has not issued any further capital and during the year there is no any request received for transfer of shares.

**HUMAN RESOURCES**

The management places on record its appreciation for the sincere commitment to work shown by its employees. The public relations were cordial with all concerned.

**PARTICULARS OF EMPLOYEES**

In terms of Section 197 of the companies Act 2013 and applicable Rules, made there under none of the employee was drawing in excess of limit specified under the relevant rules.

**DIVIDEND**

Due to operational losses, your company is unable to declare any dividend for the year under review

**INTER CORPORATE LOANS, GUARANTEES AND INVESTMENTS**

During the year under review company had not given Loan, Guarantees/ Investments made during the year which may be covered under section 186 of the Companies Act, 2013.

**STATUS OF ONE TIME SETTLEMENT WITH ALPS INDUSTRIES LIMITED-HOLDING COMPANY**

Your company has entered into a Revised Settlement with its holding company namely M/s Alps Industries Limited on June 30' 2021 for settlement of all its dues. As per settlement the existing liability as per original OTS of Rs. 89.75 Lac has been re settled at Rs. 53.00 lac as full and final amount during the year under review.

**RELATED PARTY TRANSACTIONS**

In terms of the Section 188 Companies Act 2013 and Companies (Meetings of Board and its Powers) Rules, 2014, during the year under review, company has not entered into related party transactions which are not at the market prevailing prices and on arm's length basis. Hence there are no conflicts of interest of the company.

**DIRECTORS**

There was no change in the Board of Directors of the Company during the year except that Mr. Prabhat Krishana resigned from the post of directorship and Mr. Vikas Lamba appointed w.e.f 13th May, 2022 as the director of the Company in accordance with the provisions of Regulation 24 of SEBI (LODR) Regulations, 2015 as applicable in

## **ALPS Energy Pvt. Ltd (ALPS INDUSTRIES LIMITED)**

India. In terms of the By Laws of the Company, all the Directors are of permanent nature and non-rotational. Hence, none of the Directors have been proposed for retirement at the forthcoming Annual General Meeting.

### **MEETING OF BOARD OF DIRECTORS**

During the year, the board of the company met six times on June 5, 2021, June 30, 2021, August 12, 2021, November 12, 2021, January 17, 2022 and February 14, 2022 consecutively.

### **STATUS OF INDEPENDENT DIRECTOR**

As per the SEBI Circular SEBI/LAD-NRO/GN/2015-16/013 dated 2.9.2015, w.e.f. April 1 2019 and Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 related to Corporate Governance applicable to the holding company namely; Alps Industries Limited, a listed entity has to appoint one of its independent director in materials subsidiary company incorporated in India or not. In compliance of the same, Mr. Prabhat Krishna had been appointed in the Board of Alps USA Inc. being representative of holding company due to relationship as material subsidiary company. Due to resignation of Mr. Prabhat Krishna w.e.f 13<sup>th</sup> May, 2022 from the holding company and to comply with the aforesaid requirements, Mr. Vikas Lamba has been appointed as representative director of the company w.e.f. 13<sup>th</sup> May, 2022.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

In compliance with the provisions of Section 134(5) of the Companies Act 2013, the Board confirms and submits the Directors' Responsibility Statement:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively which means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information;
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **FIXED DEPOSITS**

During the year, your company has not raised any money by way of Fixed Deposits. Hence, the information under the Miscellaneous Non-Banking Companies (Reserve Bank) Direction 1977 is not applicable.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.**

As the company is not engaged in manufacturing activities and has not commenced its commercial activities, the Information in accordance with the provisions of Section 134 (1) (e) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange is not applicable to the company.

### **EXTRACT OF THE ANNUAL RETURN**

In terms of section 92 of the Companies Act 2013 the extract of the Annual Return as on it stood on the close of the financial year 2021-22 being attached with the Directors Report as Annexure- I.

### **STATUTORY AUDITORS**

M/s. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C), the Statutory Auditors of the Company, has completed its second year out of five years tenure duly appointed in the Annual General Meeting held in financial year 2020-21.

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## SECRETARIAL AUDITORS

In terms of the compliance of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on 8th May, 2018 in regard to the Secretarial Audit of the Material Unlisted subsidiary Company of the Holding Listed company. M/s Nisha Choudhary & Associates, Company Secretaries Ghaziabad had been appointed as Secretarial Auditor of the company for the financial year ending on 31st March, 2022 for the compliance of the said provisions as the company meet the criteria as Material unlisted subsidiary Company of the Listed company i.e. Alps Industries Ltd. However company will appoint secretarial auditors as per requirements for the next Financial year ending on March 31 2023 shortly.

## SECRETARIAL AUDIT REPORT

The duly signed secretarial audit report for the year ended on 31.03.2022 as received from the M/s. Nisha Choudhary & Associates, Company Secretaries, Ghaziabad, Secretarial Auditor has been enclosed herewith as Annexure-II to the said report.

## AUDITORS' OBSERVATIONS

Observations in the Auditors' Report are dealt within Notes to Accounts at appropriate places and being self-explanatory needs no further explanations.

## INFORMATION IN TERMS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In terms of regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188/184 of the Companies Act, 2013 and rules made there under, the details of transactions are as under:

Sl. No.	Particulars	Amount (Rs. in Lacs)	Maximum amount outstanding during the year
i.	Loans and advances in the nature of loans to subsidiaries (by name and amount)	NIL	NIL
ii.	Loans and advances in the nature of loans to associates -by name and amount	NIL	NIL
iii.	Loans and advances in the nature of loans where there is c) no repayment schedule or repayment beyond seven years or d) no interest or interest below section 186 of the Companies Act 2013 by name and amount	NIL	NIL
iv.	Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount.	NIL	NIL
v.	Investments by the loanee in the shares of parent company and subsidiary Company, when the Company has made a loan or advance in the nature of loan.	NIL	NIL
vii.	Transactions of the company with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more	NIL	NIL

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	shareholding in the listed entity		
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**ACKNOWLEDGMENTS**

Your directors would like to express their grateful appreciation to the investors of the company by contributing in the share capital of the Company. Your Directors also wish to place on record their deep sense of appreciation for the committed contribution from all Central/State Government Department, investors and employees and all concerned.

For and on behalf of the Board of  
**Alps Energy Private Limited**

Place Delhi  
Date: May 20 2022

**Arun Kumar Agarwal**  
Director  
DIN: 06436816

**Mahen Kaushik**  
Director  
DIN: 0807191

# ALPS Energy Pvt. Ltd (ALPS INDUSTRIES LIMITED)

Annexure-I

## EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2022

Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

CIN : U40109DL2007PTC169994  
Registration Date : 30/10/2007  
Name of the Company : AlpsEnergyPrivateLimited  
Category/Sub-Category of the Company : CompanyLimitedbyShares  
Address of the registered office and contact details : F-228, Ground Floor, Lado Sarai, New Delhi-110030  
Whether listed company : No  
Name, Address and Contact details of Registrar : Not Applicable

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The entire business activities contributing 10% or more of the total turnover of the company shall be stated:- The company is exploring the opportunities to commence the main business activities.

S. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Fabrics*	513	100

\*Ancillary Business Activities

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Alps Industries Limited Plot No 15-B, G.T. Road, Chaudhary Morh, Ghaziabad-201001	L51109UP1972PLC003544	Holding	69.75%	2(87)*

\* As per Section 2(87) of the Companies Act, 2013 as amended via NOTIFICATION NO. 3.0. 1033(C) dated 9<sup>th</sup> May, 2018.

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### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### (i) Category wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the End of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individuals/HUF	0	10	10	0.01	0	10	10	0.01	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Governments	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total(A)(1)</b>	<b>0</b>	<b>10</b>	<b>10</b>	<b>0.01</b>	<b>0</b>	<b>10</b>	<b>10</b>	<b>0.01</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other –Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>0</b>	<b>10</b>	<b>10</b>	<b>0.01</b>	<b>0</b>	<b>10</b>	<b>10</b>	<b>0.01</b>	<b>0.00</b>
<b>B. Public shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds/ UTI	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Governments	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital fund	0	0	0	0.00	0	0	0	0.00	0.00
i) Other (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non-institutions</b>									

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a) Bodies Corporate									
i.) Indian	0	3240030	3240030	99.99	0	3240030	3240030	99.99	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i.) Individual shareholders holding nominal share capital up to Rs 2 lakh	0	0	0	0.00	0	0	0	0.00	0.00
ii.) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	0	0	0	0.00	0	0	0	0.00	0.00
c) Any Other (specify)									
ii) NRI	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>3240030</b>	<b>3240030</b>	<b>99.99</b>	<b>0</b>	<b>3240030</b>	<b>3240030</b>	<b>99.99</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>0</b>	<b>3240030</b>	<b>3240030</b>	<b>99.99</b>	<b>0</b>	<b>3240030</b>	<b>3240030</b>	<b>99.99</b>	<b>0.00</b>
<b>C. Shares held by Custodians for GDRs &amp; ADRs</b>	0	0	0	0.00	0	3240030	3240030	99.99	0.00
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>0</b>	<b>3240040</b>	<b>3240040</b>	<b>100.00</b>	<b>0</b>	<b>3240040</b>	<b>3240040</b>	<b>100.00</b>	<b>0.00</b>

(ii) Shareholding Of Promoters

S. No.	Name of Shareholders	Shareholding at the beginning of the year			Shareholding at the beginning of the year			% change in shares holding during the year
		Shares	Total Shares of the	% of Shares Pledged/ encumbered to total Shares	No. of Shares	Total Shares of the	% of Shares Pledged/ encumbered to total	
1.	Sandeep Agarwal	10	0.01	0	10	0.01	0	0

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(iii) Change in Promoters' Shareholding (please specify, if there is no change): No Change.

S. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the company
	At the beginning of the year	10	0.01	N.A.	N.A.
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweatequity	N.A.	N.A.	N.A.	N.A.
	At the End of the year	10	0.01	N.A.	N.A.

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Alps Industries Limited Plot No 15-B, G.T. Road, Chaudhary Morh, Ghaziabad- 201001, UP	22,59,990	69.75	22,59,990	69.75
2	Prraneta Industries Limited 574/577 Belgium Square, Opp. Liner Bus Stand Ring Road, Surat, Gujrat	140,000	4.32	140,000	4.32
3	Bhumiputra India Limited Room No. 211, Triveni Complex, E- 10, Laxmi Nagar, Delhi-110092	60,000	1.85	60,000	1.85
4	SSJ Foods Limited B-3D, Phase-I, Ashok Vihar, Delhi- 110092	53,340	1.65	53,340	1.65
5	Dhanus Technologies Limited No6B Mena Kampala Arcade, 113/114 Theyagarya Road, T.Nagar, Chennai, Tamil Nadu	60,000	1.85	60,000	1.85
6	PAN INDIA CORPORATION Limited 1111, 11th Floor, New Delhi House 27, Barakhamba Road, Delhi	1,00,000	3.09	1,00,000	3.09
7	Ujjwal Limited 4/18, 2nd Floor, Asaf Ali Road, New Delhi-110002.	41700	1.29	41700	1.29



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8	Tactfull Investments Limited (BITS Limited) 711, 7th Floor, New Delhi 27, Barakhamba Road, Connaught Place, New Delhi-110001	370000	11.42	370000	11.42
9	Amorphos Industries Limited 2nd Floor, E1/15, Sector-7, Rohini, Delhi-110085.	155000	4.78	155000	4.78

**(v) Shareholding of Directors and Key Managerial Personnel:**

S.No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Mr. Mahen Kaushik</b>	-	-	-	-
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	-	-	-	-
	At the End of the year	-	-	-	-
2.	<b>Mr. Arun Kumar Agarwal</b>	-	-	-	-
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/sweat equity etc).	-	-	-	-
	At the End of the year	-	-	-	-
3.	<b>Mr. Prabhat Krishna</b> (resigned w.e.f 13 <sup>th</sup> May, 2022)	-	-	-	-
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	-	-	-	-
	At the End of the year	-	-	-	-

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**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans Excluding	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary	-	-	-	-	-
	(a) Salary as per provisions contained in the section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission as % of profit others, specify	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
	<b>Total (A)</b>	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

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**B. Remuneration to other directors:**

S. No.	Particulars of Remuneration	Name of Directors			Total
		Mahen Kaushik	Arun Kumar Agarwal	Prabhat Krishna	
1.	Independent Directors <ul style="list-style-type: none"> <li>Fee for attending board committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	NA	NA	NA	NA
	<b>Total (1)</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
2.	Other Non-Executive Directors <ul style="list-style-type: none"> <li>Fee for attending board committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	NIL	NIL	NIL	NIL
	<b>Total (2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total (B)=(1+2)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>Total Managerial Remuneration</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.

**C. Remuneration to key managerial personnel other than MD/MANAGER/WTD.**

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1.	Gross salary Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A
	Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A
	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	N.A	N.A	N.A
2.	Stock Option	N.A	N.A	N.A	N.A
3.	Sweat Equity				
4.	Commission as % of profit others, specify	N.A	N.A	N.A	N.A
5.	Others, please specify	N.A	N.A	N.A	N.A
	<b>Total</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>	<b>N.A</b>

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**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty Punishment Compounding	NIL	NIL	NIL	NIL	NIL
	NIL	NIL	NIL	NIL	NIL
	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty Punishment Compounding	NIL	NIL	NIL	NIL	NIL
	NIL	NIL	NIL	NIL	NIL
	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty Punishment Compounding	NIL	NIL	NIL	NIL	NIL
	NIL	NIL	NIL	NIL	NIL
	NIL	NIL	NIL	NIL	NIL

# ALPS Energy Pvt. Ltd (ALPS INDUSTRIES LIMITED)

ANNEXURE-II

Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

### ALPS ENERGY PRIVATE LIMITED

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Alps Energy Private Limited (CIN: U40109DL2007PTC169994) (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Alps Energy Private Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Alps Energy Private Limited ("the company") for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

- (vii) The Companies Act, 2013 (the Act) and the rules made there under;
- (viii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; **Not Applicable**
- (ix) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; **Not Applicable**
- (x) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (xi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **Not Applicable**
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **Not Applicable**
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009- **Not Applicable**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- **Not Applicable**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008- **Not Applicable**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable**
  - g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; **Not Applicable**
  - h) The Securities and Exchange Board of India (Buy back of securities) Regulations, 1998- **Not Applicable**
  - i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (xii) As per information provided by the management, there are no such laws which is specifically applicable to the company.-

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Uniform Listing Agreements entered into by the company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited. **Not Applicable**

## **ALPS Energy Pvt. Ltd (ALPS INDUSTRIES LIMITED)**

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc mentioned above.

### **We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and process in the company commensurate with the size and operations of the company to monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

**We further report that except the following, there was** no other specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc. referred to above, after the closure of financial year ended on March 31 2022.

### **Replacement of Director of the Company:**

As per the provisions of Regulation 24 of SEBI (LODR) Regulation, 2015, at least one (1) independent director of the listed entity is required to be a director on the board of an unlisted material subsidiary, i.e. Alps Energy Private Limited being the material Subsidiary company of ALPS INDUSTRIES LIMITED. Accordingly, Mr. Krishna Prabhat (DIN: 02569624), Director of the Company, was representing the Holding company, who has resigned from the Company effective from 13<sup>th</sup> May, 2022, due to resignation from directorship of Holding company, which was considered at the Board meeting held on same day. To fulfill the above requirement Mr. Vikas Lamba (Din: 09573001), one of the Independent Director in holding company have appointed as the director from same date.

We Report that the Company has complied with all requirements / provisions of Companies Act, 2013 and rules made there under in this regard.

The content and information provided in the above mentioned report is true and the best of my knowledge on the basis of details given by the concerned company officials.

**For Nisha Choudhary & Associates  
(Company Secretaries)**

**Nisha Choudhary  
Company Secretary  
CP.NO. 22963**

**PLACE : Delhi  
DATE : May 30, 2022  
UDIN: A054197D000423885**

*Note: This report is to be read with our letter of even date which is annexed as Annexure 'A' which forms an integral part of this report.*

**ALPS Energy Pvt. Ltd (ALPS INDUSTRIES LIMITED)**

**Annexure A**

To,  
The Members,  
**ALPS ENERGY PRIVATE LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation with certifications and opinions from experts about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Nisha Choudhary & Associates  
(Company Secretaries)**

**Nisha Choudhary  
Company Secretary  
CP.NO. 22963**

**PLACE: Delhi  
DATE: May 30, 2022  
UDIN: A054197D000423885**