

Alps Industries Limited

46th Annual Report 2017-2018 (Abridged)



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CORPORATE DIRECTORY**Manufacturing Facilities / Offices****Unit I****High Quality Compact Yarn**

Plot No. 1B, Sec. 10, I.I.E., SIDCUL,

Haridwar, Uttarakhand- 249403

Ph : 01334-239169

Email – admharidwar@alpsindustries.com

Unit IV**R&T AGENCY**

Alankit Assignments Ltd.

Alankit Heights, 1E/13, Jhandewalan Extn.,

New Delhi – 110 055 (INDIA)

Ph : 91-11-42541234

Fax : 91-11-4254 1201

Email: alankit@alankit.com

COST AUDITORS

M/s. Gaurav Gupta & Associates., Cost

Accountants

STATUTORY AUDITORS

R.K. Govil & Co., Chartered Accountants

Unit II**Home Furnishing Made ups**

57/2, Site-IV Industrial Area, Sahibabad,

Ghaziabad – 201010 (U.P.)

Ph : 0120-4161700

Fax : 0120-2896041

Email – info@alpsindustries.com

Marketing office

57/2 Site-IV Industrial Area, Sahibabad,

Ghaziabad – 201010 (U.P.)

Ph : 0120-4161700/822

Email – yarns@alpsindustries.com

info@alpsindustries.com

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Ajay Gupta

57/2, Site-IV Industrial Area, Sahibabad,

Ghaziabad – 201010 (U.P.)

Ph (D) : 0120-4161716 (B)0120-416700

Fax : 0120-2896041

Email ID : ajaygupta@alpsindustries.com

investorsgrievance@alpsindustries.com

Unit III**Automotive, Technical & Decorative Fabric**

Village – Aminagar, Bhoor Baral,

Meerut Delhi Road, Meerut – 250103 (U.P.)

Ph : 0121-7180001

REGISTERED AND CORPORATE OFFICE & SHARE DEPTT.

57/2, Site-IV Industrial Area, Sahibabad,

Ghaziabad – 201010 (U.P.)

Ph : 0120-4161700

Fax : 0120-2896041

Email – info@alpsindustries.com

CORPORATE IDENTIFICATION NUMBER(CIN)

L51109UP1972PLC003544

SECRETARIAL AUDITORS

M/s. D.K. Chawla & Co., Company Secretaries

Mr. K.K. Agarwal, Promoter & Non Executive Chairman (DIN NO. 00139252)

Mr. K. K. Agarwal is a qualified Textile Technologist from Government Central Textile Institute, Kanpur (UP) and has received many awards from Central/State Governments and various Export Promotion Councils for his valuable guidance. He has also enjoyed prestigious positions in various organizations like, Chairman-North Zone AIMO, Executive Member of FICCI, FIEO, CII & HEPC. He was member of Cotton Yarn Advisory Board. Textile Association (India) has also awarded him with "Life Time Achievement Award" in recognition of his immense services to textile industry for creating jobs for Textile graduates. The company has been awarded Gold Trophy for the 1st set of FIEO Export Excellence Award of Northern Region in Top Exporters, Uttar Pradesh under Non-MSME Category for the year 2017-18, under his guidance.

Mr. Agarwal is also involved in various social activities through educational organizations, since a long time. He is actively involved through trusts for helping under privileged children and providing free education, books, etc. to them. He is Chairman of Smt. Sushila Devi Chhabil Dass Charitable Trust and also the President of Chaudhary Chhabil Das Public School, a reputed institution in education in Ghaziabad having approx. 5500 students.

He is currently the Non Executive Chairman and Founder-Promoter Director of the Company.

Mr. Sandeep Agarwal, Promoter & Managing Director (DIN NO. 00139439)

He is in the textile industry since last 29 years and under his acumen and dynamic leadership, the company had floated various Indian and overseas subsidiary companies. The company had also obtained significant recognitions/ certifications from different organizations. He is very meticulous in diversifying into value added products in domestic Home Furnishing business segment of the company. Under his acumen, leadership and strong patience, the company has been able to sail smoothly even in testing times.

Mr. Pramod Kumar Rajput, Executive Director (DIN NO. 00597342)

He is the Executive Director of the company and has been associated with it since a long time. He has experience in handling Commercial and Administrative affairs with prominent groups related to Textile Industry.

Mr. Prabhat Krishna, Independent Director (DIN NO. 02569624)

He is a B. Tech (Chem.) from IIT, Delhi. He has retired from State Bank of India as Assistant General Manager. He has a long and outstanding experience in the areas of Banking, & Corporate Finance. He is presently advisor to various Companies for Technical Consultancy & Rehabilitation. He is an independent and non executive director.

Mr. Tilak Raj Khosla, Independent Director (DIN NO. 02724242)

He is an Arts Graduate with Subordinate Accounts Services (S.A.S). He retired from the post of Dy. Controller of Defence Accounts under the Controller General of Defence Accounts in the Ministry of Defence. He has vast experience in the areas of accounts and auditing of Accounts in various positions like Auditor, Section Officer, Accounts Officer, Sr. Accounts Officer, Asstt. C.D.A. and Dy. C.D.A. He is an independent and non executive director.

Mr. Pradyumn Kumar Lamba, Independent Director (DIN NO. 02843166)

He is an Arts Graduate with qualified Subordinate Accounts Services (S.A.S.). He retired from the post of Dy. Controller of Defence Accounts under the Controller General of Defence Accounts in the Ministry of Finance. He has wide experience of about four decades in accounts and auditing of Accounts at various positions like Auditor, Section Officer, Accounts Officer, Asst. Accounts Officer, Asstt. C.D.A. and Dy. C.D.A. He is an independent and non executive director.

Ms. Deepika Shergill, Independent Woman Director (DIN NO. 07093795)

She possesses over 36 years of exposure in the area of Human Resources, Learning & Development and Training with reputed companies. She also is a Visiting Faculty with various business colleges, and has professional interests in Art, Photography and writing.

To,
The Members,
Alps Industries Limited.

Your Directors have pleasure in presenting the 46th Annual Report, together with the Audited Statements of Account of the Company for the financial year ended on 31st March, 2018 in terms of the Companies Act' 2013 and rules & regulation made thereunder & Regulation 33 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time including the implementation of Circular Ref. CIR/CFD/FAC/62/2016 DATED 05.07.2016, related to the applicability" IND AS- 2015" as applicable during the period under review. Hence the Financial Statements have been prepared according to the relevant provisions of Companies (Indian Accounting Standards) Rules, 2015.

The Financial 'Performance of the Company, for the year ended March 31, 2018 is summarized below:

FINANCIAL RESULTS**(Rs. in Lakh)**

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
Total Income	37061.90	50601.03
Operating Earnings/Losses before Financial Expenses, Depreciation & Amortization and Tax	(2619.44)	(2322.52)
Finance Cost	5449.59	5318.15
Depreciation	3520.04	3345.52
Impairment of Assets	-	(2366.33)
Profit/Loss Before Tax	(11589.07)	(13352.55)
Provision for Tax	-	-
Profit/Loss After Tax	(11589.07)	(13352.55)
Exceptional Items	-	(2558.37)
Surplus of last year Add:	(11589.07)	(10794.18)
Surplus available for appropriation	(41488.17)	(29899.10)
Appropriations	-	-
Surplus carried to Balance Sheet	(41488.17)	(29899.10)
Surplus available for appropriation	-	(97621.56)

OPERATING SCENARIO**At Macro Level – Domestic & Exports**

The global economy, during the year, recovered at a sluggish pace with international trade slowing down and concerns about the rising tide of protectionism across geographies. India faced a relatively limited impact of the slowdown in major economies because of lower trade leverage. However, any unexpected turn of events in geopolitics can affect the global financial market and India as well. Despite global headwinds, India continued to be one of the fastest growing economies in the world. The year is still stabilizing after witnessing two radical reforms in last year being demonetization and introduction of Goods and Services Tax (GST). GST is India's biggest indirect tax reform since independence, and expected to ease the business across states. India's textile industry is expected to be a USD 223-billion market by 2021. Although cotton accounts for a considerable share of India's textile industry.

It is to be noted that the support has been given by the Government by extending the MEIS scheme indefinitely beyond June, 2018 for apparel industries. At present the industry is going through a tough phase. The extension in MEIS scheme has given a boom to the industry and this will enable the industry to increase India's share in the world market and given our high employment intensity, create significant employment opportunities across India. The Indian economy has gradually come out of the twin shock of demonetisation and GST which temporarily derailed growth. The Union commerce and industry has stressed on the need to promote the textile industry to give a boost to the manufacturing sector, as the sector contributes only 16 percent to the country's GDP at present. The ministry is in talks with various countries to explore new markets for Indian fabrics, garments and apparels in order to boost exports, as the industry is working in 'suboptimal' level for its over dependence on the European Union and the US for exports.

The government has recognized the textile industry and noticed that just like the GST, dubbed as one nation-one tax, there should be a uniform policy not just for the textile industry, but for all the sectors. The government considers the 'one nation policy' for all the sectors. The textile sector is capable of strengthening rural economy and creating large-scale employment. The government is working towards building robust infrastructure to ensure that cotton produced by farmers gets consumed by the garment industry in the state, saving time and energy to export it. India's projected GDP growth of over 7 per cent for the current fiscal is "amazingly fast" and if this momentum is maintained the size of the economy can double within a decade. Growth is driven more by domestic consumption than exports.

A depreciation in the Indian rupee has also boosted exporter profits, stoking the appeal of sending cargoes abroad. The upturn in exports marks a change from just a couple of months ago, when lower global cotton prices meant there was little incentive to ship overseas. The possible impact of pink bollworm on cotton and rising crude prices on synthetics are the constraints. The slowdown in domestic demand growth for textiles due to demonetization and the implementation of the goods and services tax seems to have bottomed out in the second half of the current fiscal. An increasing crude price is likely to narrow the spread between cotton and synthetic yarns, thereby moderating the pace of switch to synthetics from cotton textiles. Operating margins of synthetics manufacturers may witness volatile margins due to fluctuations in crude price and delays in passing on cost inflation.

At micro level- overall performance

Under the Made-up & Fabric Products, your company offers a range of furnishing products for house and office use and under the Yarn products it offers a gray yarn for industrial use. Several initiatives were taken to update the quality and changing the product mix.

In the Auto & Technical Textiles segment, your company is maintaining the growth during the previous financial year. Your company is focusing more on to the Technical Textiles sector. It is expected that the possibility of re-engineering the product constructions and raw materials utilization mix will give positive results. Under the Made-ups Division, company is growing and progressing very well in this segment in both Global and Domestic Markets. With changing global demands & stiff competition, your company has taken many steps towards its constant improvements, in creating new benchmarks in the industry, like constant improvements in design & development w.r.t advanced & versatile equipments, competent team which helps in reducing turnaround time from CADs to actual physical sample, ability to offer specific developments along with coordinated product across categories. Further relentless dedication of each and every employee who leave no stone unturned to take company to glorious height. Your company has formulated its strategies and has well identified key areas to improve performance in the current market scenario / environment. Your company is aggressively increasing share of business with existing customers & focusing on getting new strategic customers, focusing on increasing share of product

categories, opening up for outsourcing products & services to meet the market demands. Further company has also undertaken various learning & development initiatives during the year for strengthening & upgrading its human capital. Constant efforts are being made to increase the throughput & reduce the OE. While we continue to strive and deliver through performance, we maintain our endeavour to be a socially responsible corporate. Your company have ventured into fire retardant fabrics suitable for hotel industry and Defence sector for technical textiles. Your company have also reinvented commodity products to have good response from exports as well as domestic buyers. The company has started new products during the period under review in Yarn segment. The Company started producing Polyester/Cotton yarns Melange yarns. This are value added items with good demand in domestic and exports markets. Your company has also moved up in the value chain by starting production of Polyester/Cotton Grindle yarns. These yarns give special effects after dyeing and are in good demand. The efforts to change the Product Mix at our Yarn Spinning Mill at Haridwar, adding value added Mélange Yarn, affected the production, temporarily thus adversely affecting the Productivity. However, the changes were envisaged for long term business interests.

During the period under review your company could not maintain the EBITDA which comes to Rs.(2619.44) Lakh in comparison to Rs. (2322.52) Lakh in previous year due to various unavoidable factors, various operational challenges in the production and marketing front, like decrease in the margin of yarn, closure of the operations of dyeing facilities located at Plot No. 1A, Sec. 10, I.I.E, SIDCUL, Haridwar, Uttarakhand by the Hon'ble National Green Tribunal (N.G.T.) vide its order dated January 27, 2016 and quality claims in Fabric segment. Due to this the financial performance of the company has been affected adversely. The impact of measures for improvement in the performance taken place during the year will be reflected in the current year's financial parameters.

FUTURE OUTLOOK – TECHNICAL FRONT

To upgrade the technological front various efforts are being taken, like installation of new ring frames. This will add new value added product range. Your company is optimistic for the market response of newly introduced product range by technological development. At the Haridwar unit, we have been able to maintain the balanced technical performance in terms of utilization and productivity during the financial year under consideration. At this unit your company is focusing on improving plant performance in general and to produce quality oriented yarns for higher segment especially Grindle Yarn and Mélange Yarn of varying range of shades.

At Meerut unit, your company is finding out the possibility of re-engineering the product constructions and raw materials utilization mix. Your company started production on Transfer Printing machine installed in last FY and have successfully launched the product. In processing of products your company has taken up the process optimization project that will reduce process cost as well as process time without impacting our product quality. Your company has also made a new fabric with the use of Linen yarn development at commercial production level. Company is hopeful for growth in marketing of new product range. In other units also, we have been able to maintain the balanced technical performance in terms of utilization and productivity during the financial year under consideration. However company is planning for technology up gradation of old plant in the phased manner.

RESTRUCTURING OF THE COMPANY

During the year, the consent to the DRS interalia containing the restructuring scheme of the company which was partly implemented, has been revoked by the lenders (having more than 83% of the secured debts of the company) who have earlier consented to the same and which was circulated by erstwhile Hon'ble BIFR. Company protested to the said revocation of consent being unjustified and beyond terms of scheme. Company has submitted a revised restructuring scheme with them (presently holding 93% of the total secured debt of the company) which is under consideration with them. Company expects to get it approved.

CREDENTIALS/CERTIFICATIONS

With the contribution and efforts of all concerned, the various credentials have been renewed /continued during the period under review viz.:

- Certificate for ISO/TS 16949:2009 for manufacturing seat fabrics for the automotive application.
- Certificate for Oeko-Tex for Hohenstein Textile Testing Institute, Germany.
- Certificate for ISO 9001:2008 for the management system implemented, renewed by Afnor Certification for the period 2015 to 2018 covering the manufacturing activities i.e. Spinning, Weaving and Processing of Yarn, Fabric and Home Furnishing and Coating (fire retardant curtain fabric, upholstery and stain proof fire retardant upholstery cloth for the company's units situated at Haridwar and Meerut).

- Gold Trophy” for the 1st Set of FIEO Export Excellence Award of Northern Region in Top Exporter Uttar Pradesh Non-MSME Category.

MEASURES TO REDUCE/CONTROL COST

In weaving unit the company is looking forward to analysis the possibility of re-engineering the product constructions and raw materials. Further focus is on the strict monitoring of the inventory and to procure the raw material in minimum lead time. It will minimize the buffer stocks. In order to reduce marketing cost we are distributing the material through depot nearest to consumers. This will bring down the transportation and handling cost. To meet out the market competitiveness and improve the financial performance, the company is committed to reduce the cost, upgrade the efficiency and ensure optimum utilization of the current as well as fixed assets of the company. On technical front, your company is continuously try to achieve the reduction in raw material cost by making different composition of mixing/purchase of cotton through commodity exchange, increase in machine productivity, better yarn yield with optimum use of raw material, control waste generation to bare minimum and best use of work force, best utilization of capacity with lowest Raw Material Cost and good quality of end product to fetch best yarn price. The spinning and weaving units have taken various important steps which includes buying of raw material in bulk quantity, directly from suppliers, after proper negotiation and studying market prices, reducing the fixed overheads, increase the utilization and efficiency of machineries to reduce the cost, standardize the production process flow chart to avoid the rejection, maintain the inventory level as per the requirement, constant check on power consumption, controlling/reducing rejections & re-processing, reusing / recycling all possible items, strict follow-up on regular maintenance schedule to avoid major break downs, increasing overall efficiency to reduce production cost, using low consumption LED lights. In order to reduce the substantial logistic cost, the company is opting for land ports nearest to the units. Transportation cost reduced by finalizing the transport & courier contracts at best possible lowest rates for the goods movement of the Units. The unit located at Meerut has also optimized its cost structure by way of strong emphasis on consumption and control of waste, reduction & rationalization, inventory control & Manpower optimization. Use of Special flat inspection machine for inspection of fabric on similar method as buyer to save the overhead considerably on the inspection of material, reduced the soft water consumption through re-collecting the usable hot water and also by setting the machine liquor ratio, reduction in coating chemical cost. In Made up unit your company have implemented strict monitoring of the stocks by analyzing the in minimum lead time. Energy audit observations and suggestions by competent agency were also implemented at the spinning unit during the period under review to save the Energy cost. This has resulted in significant cost savings.

STATUS OF HOLDINGS OF SUBSIDIARY COMPANIES

As per Section 2(87) of the Companies Act, 2013, after considering the indirect holding through it's another subsidiary (Alps USA Inc.), the percentage of shareholding continued to be 78.22% in Alps Energy Pvt. Ltd. However, in terms of the approval from the shareholders at their meeting held on August 29 2017, during the year the company has disposed off its entire investment in one of its subsidiary company namely; M/s. Snowflakes Meditech Pvt. Ltd. Hence now there is no subsidiary-holding relationship with this company. In terms of Regulation 23 & 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prabhat Krishna (DIN NO.02569624), Independent & Non Executive Director of the Company continues to be representative director in the aforesaid Indian “Material subsidiary” company i.e. M/s. Alps Energy Pvt. Ltd. and has been withdrawn from the directorship from M/s Snowflakes Meditech Pvt. Ltd due to breaking the relationship as subsidiary company.

FINANCIAL STATEMENTS OF SUBSIDIARY COMPANIES

The company continued to have two subsidiaries at the end of the financial year viz; M/s. Alps Usa Inc. and M/s. Alps Energy Pvt. Ltd. As required under Section 129(3) of the Companies Act, 2013 and applicable rules, the Financial Statements of these Subsidiaries Companies are being annexed in unabridged annual report.

GOVERNMENT INITIATIVES- TEXTILE SECTOR

The union government showered the garments sector with a host of benefits including bearing employer's contribution to the Employee Provident Fund (EPF) for new workers. The government also increased the overtime hours from three hours to eight hours per week. The readymade garment industry is the largest contributor to the country's textile exports and employs about 12 million persons now. A new scheme was introduced to refund the state levies which were not refunded earlier. The move cost the exchequer Rs 5,500 crore but industry officials said that it helped in boosting the competitiveness of Indian textile exports in foreign markets. The Government has moved to woo Indian expatriates into the textile sector by scraping the \$2000

work permit fees for foreign workers in this sector. Synergy between cotton fabric and synthetic fabric is the need of the hour for the textile industry. The textile industry was hoping for some good announcements, as this sector is claimed to be the worst-hit ones of the economy due to demonetization. The other benefits extended such as additional allocation of funds to the banks for NPA accounts, cashless transaction, labor reform, relaxation of FDI norms by abolishing Foreign Investment Promotion Board (FIPB), would also benefit the textile industry. Higher fund allocation for labor skilling and end-to-end logistics solutions, including rail and coastal shipping last-mile connectivity, will help the country's textile industry. Though there was no major announcement in the Budget, continuing with the existing tax structure, including the service tax and optional Cenvat route extended for textile industry till the GST is implemented, has been considered as a big boost for the sector. Textile industry would benefit from Trade Infrastructure Export Scheme with an allocation of Rs 3.96 lakh crores. Objective of doubling farmers' income, skilling of youth, and development of Infrastructure to provide end to end solution by integrating rail, road, air and sea would greatly benefit the textile industry that is spread across the nation. The cluster approach for contract farming would greatly benefit the predominantly cotton based textile industry in India, where more than 80% of MSMEs are located across the country. The government's proposal to allocate funds for affordable housing scheme (as sought by the textile sector) is a boon to the sector.

The much awaited Trade Infrastructure for Export Scheme (TIES) was launched by government. The Scheme would provide assistance for setting up and up-grading infrastructure projects with overwhelming export linkages like the Border Haats, Land custom stations, quality testing and certification labs, cold chains, trade promotion centers, dry ports, export warehousing and packaging, SEZs and ports/airports cargo terminuses. It is expected to discernible benefits of investment in textile sector to economy in next quarter, as industry will kick start production and will hire more people. Investment in the sector has been bit slow and delayed due to sluggish global demand conditions and almost flat demand conditions for textile goods in domestic market. The issue of refunds to exporters has been hanging fire for over five months now, with exporters complaining that delay in GST refunds has blocked their working capital. The revenue department, on the other hand, has argued that there are discrepancies in forms submitted by exporters with the customs department and those with the GST Network. The GST Council decided to implement e-wallet scheme for refunds to exporters. Under the e-wallet mechanism, a notional credit would be transferred to the exporters account based on their past record and the credit can be used to pay taxes on input. To ease exporter woes, the Council has also allowed exporters to continue to claim tax exemptions till October 1, 2018.

DIVIDEND

Due to the operational loss suffered by the company, your directors do not propose any dividend for the current financial year.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 124 of the Companies Act, 2013, there was no unclaimed dividend, relating to the financial year 2016-2017, which was due for remittance during the financial year 2017-2018. Hence no amount due to be transferred to the Investor Education and Protection Fund established by the Central Government.

DECLARATION BY INDEPENDENT DIRECTORS

All the Independent directors viz. Mr. Prabhat Krishna, Mr. Pradyumn Kumar Lamba, Mr. Tilak Raj Khosla and Ms. Deepika Shergill have submitted their disclosure to the Board that they fulfill all the requirements as to qualify for their continuity of appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RISK MANAGEMENT PLAN

In compliance of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) 2015 related to corporate governance, Risk Management plan, as up dated from time to time, of the company continues to recognizes that the Enterprise Risk Management is an integral part of good management practice. Hence Risk Management is an essential element in achieving business goals. In terms of Policy, the Company is committed for managing the risk in a manner appropriate to achieve its strategic objectives. The Company will keep investors informed of material changes to the Company's risk profile through its periodic reporting obligations and ad hoc investor presentations. The Company reviews and reports annually on its compliance of Corporate Governance Principles and recommendations for betterment, which include Risk Management and the internal control framework. Accordingly the Company has framed procedures to inform members of Board of Directors about risk assessment and minimization procedures.

POLICY FOR DETERMINATION OF “MATERIALITY”.

In terms of the provisions of Regulation 30 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed and up dated a policy for determination of “Materiality” and the Board of Directors has appointed the Company Secretary & Compliance Officer as the “Materiality Officer” to take care of the relevant compliances..

POLICY FOR PRESERVATION OF DOCUMENTS

In terms of the provisions of Regulation 9 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has framed a policy for preservation of documents.

WHISTLE BLOWER POLICY / VIGIL MECHANISM

In terms of section 177 of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has established a Vigil Mechanism policy for the Directors and Employees to report genuine concerns in such manner as may be prescribed and such a vigil mechanism has provided for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases, instances of unethical behavior, actual or suspected, fraud or violation of the company’s code of conduct etc. This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general. The scope of the policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies & assets of the company, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

NOMINATION & REMUNERATION, EVALUATION, BOARD DIVERSITY POLICY & FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS.

As mandated by the statutory provisions contained under section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges, Nomination & Remuneration Committee of the Company has already formulated which is force as on date. This policy contains guidelines on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel of the Company and Evaluation and Board Diversity policy for directors. This policy may be treated as a benchmark for determining the qualifications, positive attributes and independence of a Director, criteria for evaluation of Independent Directors and the Board, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel and Senior Management Personnel of the Company. To provide insights into the Company to enable the Independent Directors to understand the Company’s business in depth that would facilitate their active participation in managing the Company, familiarization Program have been formulated and introduced by the Company to simplify the understanding of various responsibilities and rights of the Independent Directors during the year under review. The SEBI vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017 has issued Guidance Note on Board Evaluation for all listed entities. It has been reviewed by the Board of Directors and noted the criteria for evaluation of Board as a Whole, Non Independent Directors and Independent Directors of the Company. Further in terms of SEBI circular SEBI/HO/CFD/CMD/CIR/P/2018/79 dated May 10, 2018 the Disclosures on Board Evaluation additional requirement like Observations of board evaluation carried out for the year, Previous year’s observations and actions taken, and Proposed actions based on current year observations have been made part of policy. The board of directors of the company in their meeting held on 30.05.2018 has approved the revised policy on Board Evaluation and the same has been placed on the website of the company.

SHARE CAPITAL

During the year under review there is no change in the capital structure of the company. In terms of powers accorded at the Annual General Meeting held on December 11, 2009 and further on September 30, 2011, the Articles of Association of the Company, As per the Corporate Debt Restructuring scheme (CDR) of the company dated August 31, 2009, the terms of redemption of preference shares is due on January 30 2019. However in term of approved Re-working of Corporate Debt Restructuring scheme dated May 4, 2011, the redemption period has been approved from 9th and 10th year to 11th to 16th year from the original cut off date i.e. January 31 2009 in case the fund flow of the company does not permit. Since the

company is not in a position to redeem the preference shares which are falling due w.e.f. coming year due to non availability of sufficient funds for the purpose, hence accordingly now the due date of redemption has been proposed to be extended upto January 30 2025. The necessary approval pursuant to section 42, 55 and other applicable provisions, of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 has been sought from the members of the company at the ensuing Annual General meeting for extension of redemption period of all 6% & 1% preference shares to January 30, 2025 at same all other terms & conditions thereof subject to approval of all concerned authorities.

PROPOSAL FOR DISPOSAL/SALE/TRANSFER OF FIXED ASSETS.

As the company facing financial crunch and cash flow problems since long time, and due to settlement with lenders under their considerations, augments of working capital requirements and Capital Expenditure required to meet out the fund requirement, it is proposed to reorganize the business and to sell/disposed off/transfer Land & Building along with Furniture/Fixtures /Plant & Machineries of some of the properties located at Plot No. 1-A, Sector 10, Integrated Industrial Estate, SIDCUL, Haridwar-249403, Uttarakhand, A-2 & 3 Loni Road Indl. Area, Opp. Mohan Nagar, Ghaziabad-201 007 (Uttar Pradesh), B-2 Loni Road Indl. Area, Opp. Mohan Nagar, Ghaziabad-201 007 (Uttar Pradesh), B-160-161, Industrial Estate, Mettupalayam, Puducherry – 605 009 and 57/2 & 58/1 Site IV Industrial Area, Sahibabad, Ghaziabad 201010 (U.P.) The Board of Directors has approved the proposal “in Principle” at their meeting held on May 30 2018, subject to the necessary consent from the members of the company Section 180(1)(a), 110 and other applicable provisions of the Companies Act 2013 and the Companies (Management & Administration) Rules, 2014 and any other provisions of the Companies Act, 2013 at the ensuing Annual General meeting and necessary consents/permission from all concerned.

RELATIONSHIP WITH INVESTORS

To have the participation by all the valued investors in the voting pattern for any proposal and in terms of the compliance of the Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 made thereunder and in terms of Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has made arrangements for e-voting facility through which any investor can participate in the AGMs through e-voting and need not struggle to attend the meetings in person.

Further in terms of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder, the Company has framed Stakeholder Relationship Committee which is fully committed and accountable to the valued investors, who have reposed the confidence in the company by investing their hard earned money in the company and supported the management in such a crucial time.

The relationship with the investors continues to be cordial. Your company's management is fully aware and dedicated for survival of the company and committed to take all efforts to resolve the investors' grievances received during the year to the satisfaction of the investors within a reasonable time. M/s Alankit Assignments Limited, the R&T Agent of the company, continued to extend their positive contribution to resolve the Investors' grievances efficiently and effectively, whenever they arose. By contribution from all concerned, the investor grievances have been resolved to the fullest satisfaction of investors. We sincerely place on record, the appreciation for our valued investors, who have contributed and reposed the confidence in the company at this difficult time. The management not only believes in legal compliance related to the investors, but also morally protects their interest, and treats them as part of Alps Group. In its endeavor to improve investor services, your Company has created an investor section, and designated exclusive E-Mail ID for the purpose of registering complaints by investors and necessary follow up action by the company / compliance officer in compliance with Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The e-mail ID is: investorsgrieviences@alpsindustries.com

MANPOWER –Strategic Alignment with Business Targets

Human Resources are the key contributors for achievement of Business Targets and play a pivotal role in the growth of the organization. For gainfully utilizing the Human Resources, it is mandatory to establish its strategic alignment with Business Objectives & Targets. The significant HR initiatives taken during the Financial Year includes realigning the focus of the employees with key Business objectives including increasing the Throughput & Free Cash Flow and controlling Operating Expenses and Inventory in all the functions in all the businesses. It led to positive developments across the organization. A thorough and consistent Manpower review resulted in redefining job profiles with multi-tasking and removing redundancy thereby controlling our Manpower Cost significantly. Though, there have been challenges with ongoing slow-down across

the country, efforts made effectively in order to retain the talent with traditional as well as innovative retention strategies. The company has been reviewing the Company Policies periodically considering the needs of its employees treating its human resources as its valuable assets. It helps the employees to focus on their assignments, instead of bothering for hygiene, and give their best to the organization. Efforts continued to be made to improve the female workers/employees ratio, particularly at the shop floor, in-line with the national policy of gender equality and policy to restrict the sexual harassment is also being implemented in line with the government directions. The company's concerns for welfare of its workforce continued during the year and accordingly Group pension/Accident Insurance policy/ESI/WC policies were continued further as in the past. The company has been consistently maintaining harmonious & cordial relations with the employees at all the locations. Company has also provided the facility of residential quarters for employees in labour colony duly maintained and to maintain the hygienic conditions regular white washed/ toilet renovation /new benches for sitting of workers has been done. Company also provide the suitable arrangement for To/Fro transportation of employees from colony as well as from different villages mainly for female workers. We are also having good harmony and relation with our employees. Proper medical facility also provided to the workers. Due to our better relation and care of employees there was no labour unrest in any unit. Company is also having the different committees for all precautionary measures to maintain peace and discipline in the units. Company is also conducting the Event management on Energy conservation and environment. In future our focus will be to maintain best relation with employees and also suitable working/ living conditions to achieve company's goal.

The Company continues to lay emphasis on building and sustaining an excellent organizational culture focusing on performance. During the year, Average employment, in comparison of last year of 2300 employees, with consistent review, has come down to 1982 by end of the current Financial Year. However, pursuit of proactive policies for industrial relations has resulted in a peaceful and harmonious situation on the shop floors of the various plants.

The information required under Section 197 of Companies Act, 2013 and Applicable rules made there under is not applicable to the company as none of the employee is drawing remuneration more than the limits prescribed/specified under the said Rules during the financial year 2017-18.

BOARD OF DIRECTORS- CHANGES/REAPPOINTMENTS

During the year under review, there was no change in the directors of the company. In terms of the reappointment for next five year from 11.2.2018 to 10.2.2023, at the previous annual general meeting held on August 29 2017, all the independent directors resumes and continue for further terms of appointment.

REAPPOINTMENT OF NON-INDEPENDENT DIRECTORS BY ROTATION

In terms of the provisions of Section 152 of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 & Article No. 106,107 & 108 of the Articles of Association of the Company, Mr. K.K. Agarwal, Non Executive Chairman & Promoter Director (DIN No.00139252) recommended by the Nomination & Remuneration Committee and by the Board of Directors at their meeting held on May 30 2018 for re-appointment, who retires by rotation and eligible for re-appointment and offer himself for reappointment, at the ensuing Annual General Meeting. The disclosures as required under the Companies Act 2013 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to Corporate Governance published elsewhere in the Annual Report.

NUMBER OF BOARD MEETINGS

Minimum four prescheduled Board meetings are held every year. In case of any exigency/ emergency, resolutions are passed by circulation. During the Financial Year 2017-18 the Board of Directors met four times on- 30/05/2017, 13/09/2017, 13/12/2017 and 13/02/2018. The maximum gap between any two meetings was less than one hundred and twenty days, as stipulated under Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards.

KEY MANAGERIAL PERSONEL

During the under review as required under section 203 of the Companies Act, 2013 and applicable rules, there is no change in the Existing KMP's of the Company during the year under review. viz. Mr. Sandeep Agarwal (Managing Director), Mr. Ashok Kumar Singhal President (Accounts & Finance) and Mr. Ajay Gupta (Company Secretary & General Manager-Legal). Hence they continued to be KMP's of the Company.

INTER CORPORATE LOANS, GUARANTEES AND INVESTMENTS

During the year under review company has not given any Inter Corporate Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013. Pursuant to the provisions of Sections 186 of the Act, the details of Investments made are provided in the unabridged standalone financial statements under Note nos. 3 and 7.

CORPORATE SOCIAL RESPONSIBILITY

Due to net loss incurred by the company during the financial year 2016-17 and in terms of the provisions under Section 135 of the Companies Act, 2013, the company is not required to make expenditure for the CSR activities in the financial year 2017-18. Your company have CSR Committee which had been constituted by the Company. The CSR Committee have framed a Corporate Social Responsibility Policy (CSR Policy) duly approved by the Board at their meeting held on 12.8.2016, indicating the activities to be undertaken by the Company to fulfill the expectation of our Stakeholders and to continuously improve our social, environmental and economical performance while ensuring sustainability and operational success of the Company. The Company would also undertake other need based initiatives in compliance with Schedule VII to the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014, if required.

Due to losses in previous financial year i.e. 2016-17, the requirements of section 135 and Companies (Corporate Social Responsibility Policy) Rules, 2014 of the Companies Act, 2013, are not applicable for annexing the Statement of Annual Report on CSR Activities.

RELATED PARTY TRANSACTIONS

In terms of the Section 188 Companies Act 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and further in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to the Corporate Governance. Company has formulated a policy on materiality of related party transactions of the company. During the year under review company has entered into related party transactions which are at the market prevailing prices and on arm's length basis and are in its ordinary course of business. The details of the transactions are annexed elsewhere in the report. Hence there are no conflicts of interest and in compliance of company policy related to related party transactions.

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:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- The directors had prepared the annual accounts on a going concern basis; and
- 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;
- 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.

PARTICULARS OF EMPLOYEES

In terms of Section 197 of the companies Act 2013 and applicable Rules made there under the details of the employee was drawing in excess of the highest paid Whole Time Directors are enclosed as **Annexure I**.

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

Information in accordance with the provisions of Section 134 (3) (m) 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 earnings and outgo is given in the statement annexed (**Annexure-II**) here to and forms part of this report.

COST AUDIT REPORT

In compliance of Notification Reference No. GSR No. 01(E) on January 1, 2015 and Companies (Cost Records and Audit) Rules, 2014 as amended from time to time further in terms of the Powers conferred by Section 148, of the Companies Act, 2013, company had appointed M/s. Gaurav Gupta & Associates, Cost Accountants, (Firm Regn. No. 104132) to submit the Cost Audit Report duly approved by the Board of Directors, to the Central Government, for the financial year ended on March 31, 2018 for the products which are specified in the Notification No. GSR No. 01(E) on January 1, 2015 and Companies (Cost Records and Audit) Rules, 2014 as amended from time to time. The Cost Audit report as issued by the M/s. Gaurav Gupta & Associates, Cost Accountants being the cost auditors of the company for the financial year 2017-18 will be filed by the company within the due date. .

COST AUDITORS

In compliance of Notification Reference No. GSR No. 01(E) on January 1, 2015 and Companies (Cost Records and Audit) Rules, 2014 as amended from time to time M/s. Gaurav Gupta & Associates (Firm No.104132) Cost Accountants, Ghaziabad, firm of Cost Accountants has been re-appointed as the Cost Auditors of the company under Section 148 of the Companies Act, 2013 for the next financial year ended on March 31, 2019, at the meeting of Audit Committee and Board of Directors of the company held on May 30, 2018 As required under Section 148 of the Companies Act, 2013, the ratification for their appointment & remuneration has been recommended at the forthcoming Annual General Meeting of the company. However, it is strictly applicable in terms of any Notifications/Circulars related to Cost Records and Cost Audit Rules, as may be specified at any time by the MCA or any regulatory authorities. If due to any reasons the mandatory requirements abolish, then continuation of the appointment of Cost Auditors, will be at the discretions of the board of directors as per the requirements of the company.

STATUTORY AUDITORS

M/s. R.K. Govil & Co., Chartered Accountants, (Firm Registration No. 000748C), the Statutory Auditors of the Company, completes three years out of four years as approved at the Annual General Meeting of the Company held on September 30 2015. As the requirement of ratification by the shareholders have been withdrawn by MCA vide notification dated May 8 2018, the audit committee and board of directors have reappointed for remaining term of one year out of already approved term of four years, The company has received certificates from the said auditors to the effect that their confirmation, if made, would be within the limits prescribed under Section 141 of the Companies Act, 2013.

INTERNAL AUDITORS

In terms of Section 138 of the Companies Act, 2013 and Companies (Accounts) Rules, 2014, the Board of Directors at their meeting held on February 13, 2018 has re-appointed M/s. Anil Nupur & Co., Chartered Accountants, (Firm Regn. No. 007626N), as the Internal Auditors of the Company for the financial year 2018-19 to submit the internal audit reports from time to time.

FIXED DEPOSITS

During the year, your company has not raised any money by way of Fixed Deposits.

CORPORATE GOVERNANCE

A report as per the requirements of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Corporate Governance practices followed by the Company and the Statutory Auditors' Certificate on Compliance of mandatory requirements along with Management Discussion and Analysis is given as an Annexure III to this report. The mandatory information under corporate governance is annexed as Annexure-III to V. It has always been the endeavor of your company to practice transparency in its management and disclose all requisite information to keep the public well informed of all material developments.

ABSTRACT OF THE ANNUAL RETURN

In terms of amended section 92 of the Companies Act 2013, the extract of the annual return as on it stood as on March 31, 2018 being attest with the Directors Report as **Annexure - VI**.

SECRETARIAL AUDIT REPORT

In terms of the Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors at their meeting held on May 30, 2017, company has appointed M/s. D.K. Chawla & Co., Company Secretaries to provide the Secretarial Audit Report for the Financial Year ended on March 31, 2018. In compliance of aforesaid requirement they have provided the Secretarial Audit Report which has been annexed with Board report as **Annexure VII**. Observations in the Auditors' Report are dealt elsewhere in the Director's Report in the Corporate Governance Section.

AUDITORS' OBSERVATIONS

Observations in the Auditors' Report are dealt within Notes to Accounts at appropriate places and being self-explanatory, need no further explanations. With regard to Audit qualifications for the year under review, as per the requirement under Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and further amended by SEBI Notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016 issued by the Securities and Exchange Board of India (SEBI), the Board states that Statement on Impact of Audit Qualifications also in terms of above circular the declaration duly signed by Managing Director, CFO, Chairman of the Audit Committee and Auditors have been submitted with stock exchanges.

GENERAL DISCLOSURES

No disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Companies Act 2013.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGMENT

Your Directors take this opportunity to thank the Banks, ARCs, Reserve Bank of India, Central and State Governments Authorities, Regulatory Authorities, Hon'ble National Green Tribunal, National Company Law Tribunal, Securities Exchange Board of India, Stock Exchanges, Stakeholders, Customers and Vendors for their continued support and co-operation, and also thank them for the trust reposed in the Management. Your Directors also wish to thank all the employees of the Company for their commitment and contributions. Your Directors also wish to place on record their appreciation towards all associates including Customers, Suppliers, and others, who have reposed their confidence in the Company. Your Directors look forward to their unsustained support in future also.

For and on behalf of the Board of
Alps Industries Limited

Place : Ghaziabad
Date : May 30, 2018

P.K. Rajput
Executive Director
DIN - 00597342

Sandeep Agarwal
Managing Director
DIN - 00139439

ANNEXURE-I

Particulars of employees under Section 197 of the Companies Act 2013 and applicable Rules made there under in excess of the highest paid Whole Time Directors as on March 31, 2018.

S. No.	Names of Employee	Designation	Remuneration	Ratio Between ED Remuneration and Employees
	Mr. P.K. Rajput	EXECUTIVE DIRECTOR	110000	
1	Mr. Suvendu Kr. Das	A.G.M. Mktg.	110570	1.00
2	Mr. Sanjay Sharma*	D.G.M.	114270	1.04
3	Mr. D. Chandra Sekar*	Sr. R.S.M.	115750	1.05
4	Mr. P.P. Chaturvedi*	G.M. (Mktg.)	120400	1.09
5	Mr. Ramesh Yatiraj Baheti	G.M. (Q.A.)	122250	1.11
6	Mr. Ashish Mishra*	A.G.M. (Mktg.)	122250	1.11
7	Mr. Sanjeev Kr. Dhawan	Head (Outsourcing)	122250	1.11
8	Mr. Shiv Chandra Pal Singh*	R.S.M.	128720	1.17
9	Mr. Nafis Saiyed**	A.V.P. (Mktg.)	130870	1.19
10	Mr. Naveen Kumar Garg	D.G.M.	131000	1.19
11	Mr. Sandeep Nahar*	D.G.M. (Auto.)	132150	1.20
12	Mr. D.K. Bhasin*	G.M. (A/cs.)	132325	1.20
13	Mr. Sanjiv Malik	Sr. V.P. (O)	132380	1.21
14	Mr. Sulabh Shinghal*	G.M. (HR)	131400	1.19
15	Mr. Pankaj Nema*	D.G.M.	132470	1.20
16	Mr. A.K. Singhal	President (A/cs.)	140070	1.27
17	Mr. Neeraj Modi*	G.M. (Mktg.)	141030	1.28
18	Mr. Chetan Agarwal*	G.M.	141115	1.28
19	Mr. Ramesh Errolla	G.M. (Design Studio)	148750	1.35
20	Mr. Himanshu Bhardwaj*	A.V.P. (Mktg.)	151855	1.38
21	Mr. Mahen Kaushik	A.V.P. (A/cs. & Comml)	158426	1.44
22	Mr. Ashutosh Singh*	G.M. (S.C.M.)	161600	1.47
23	Mr. Prithvish Shukla	G.M. (A/cs. & Comml)	163750	1.49
24	Mr. Jasvir Singh*	V.P. (Prod.)	171250	1.56
25	Mrs. Seema Dutta	G.M. (Fin.)	174570	1.58
26	Mr. Kamlesh Kr. Verma	Vice President	185415	1.68
27	Mr. P.K. Dhawan*	V.P. (Engg. & Maint.)	194425	1.76
28	Mr. Shailesh Shah	V.P. (O)	201400	1.83
29	Mr. K.K. Kamila*	Sr. V.P. (O)	206250	1.87
30	Mrs. Raman Garg	V.P. (MIS)	215635	1.96
31	Mr. Rajesh Sehgal	V.P. (Mktg.)	218850	1.99
32	Mr. S.C. Manna*	Sr. V.P. (O)	232500	2.11
33	Mr. Sandeep Jahagirdar	A.V.P. (Mktg.)	245750	2.23
34	Mr. Amitabh Sen**	President (Fabric Business)	344105	3.13
35	Mr. Rajiv Gupta*	Business Head	671250	6.10

*Resigned/**Separated

Note : There were 35 employees who are drawings more than Executive Director of the Company & Median remuneration of the employees of the company is INR 14730/- P.M. and ratio w.r.t. Whole Time Director comes to 0.1339.

DETAILS AS REQUIRED UNDER SUB-CLAUSE 5 OF SECTION 197 OF THE COMPANIES ACT, 2013 AND COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

S. NO.	PARTICULARS	REMARKS
1.	Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Managing Director-10% only as approved by MCA
2.	Percentage increase in the median remuneration of employees in the financial year;	N.A
3.	Number of permanent employees on the rolls of company;	1982
4.	Explanation on the relationship between average increase in remuneration and company performance;	It is because of market scenario in the textile industry and commensurate with the prevailing remuneration.
5.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	It is commensurate with the size of the company and as per the market trend.
6.	Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies,;	The Market Capitalization as on March 31, 2018 Rs. 1212.54 Lakh (Rs. 2581.53 Lakh as on March 31, 2017). Price Earnings Ratio of the Company is Nil as on March 31, 2018 and Nil as on March 31, 2017. The Company had come out with Initial Public Offer (IPO) in 1995, at Rs. 50 per share for Indian Public. As on as on March 31, 2018 the share price declined by 93.80 %.
7.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	There is no annual increment for all time director and other over all staff due to financial constraints.
8.	Key parameters for any variable component of remuneration availed by the directors;	N.A
9.	Affirmation that the remuneration is as per the remuneration policy of the company.	Yes.

Note: None of the employee drawn remuneration more than Rs. 1 Crore 2 Lakh per annum or Rs. 8.50 Lakh per month if any part of the year. Hence the provisions of sub clause 2 of clause 5 section 197 of the Companies Act, 2013 & in terms of Notification dated 30th June 2016 as notified by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are not applicable for the period under review.

ANNEXURE TO THE DIRECTORS' REPORT
(I) Statement of particulars pursuant to Companies (Disclosure of Particulars in the Report of Directors) Rules 2014.

I.	Conservation of Energy	
a.	Energy conservation measures taken	<p>: Energy conservation continues to be an area of major emphasis. Efforts are made to optimize the energy cost while carrying out the manufacturing operations. All the units have taken various measures in conservation of energy. The thrust is to measure the existing system parameters and then implement improvements. The Company also focus to optimize the operation of various equipments which also lead to energy conservation. The following are some of the major measures which continued to be implemented during the period under review for bringing down the energy cost:</p> <ul style="list-style-type: none"> • Installed Led Lights in place of tube rods • Installed FRP fans, • Installed LED street lights instead of CFL • Shifted air compressors due to long compressed air line • Installation of LED light in place of tube light • Installation of energy efficient IE3 motors • Use of compressed air guns & transvector nozzles instead of open pipes • Installation of Solar water heating system for pre heating of water • Installation of Solar power generation plant • Installed delta star kits • Installed air dryer. • Installed AC drives at Comber Main stream fan. • Heat Exchanger Install in Dye House. • Energy Efficient Motors installed. • Replacement of Aluminium Fan with FRP Fan. • Separation of the thermopac line for stenter to improve Speed, efficiency and production. • Development of double folding inspection machines with automize function to reduce the process time. • Designing and fabrication of special double inspection machine for the inspection of coating fabric and special flat inspection machine for Inspection the fabric. • Planning to change machine drive belt pulleys of Ring Frames wherever applicable.. • Continuous effort to reduce air leakages in order to reduce compressor units. • Continuous emphasis on process optimisation, emphasis on preventive maintenance, waste reduction etc. • Installing VFD in Rope Opener Machine
b.	Additional investments and proposals, if any, being implemented for reduction of consumption of energy.	: Rs. NIL.
c.	Impact of measures at (a) & (b) above for reduction of Energy consumption and consequent impact on the cost of production of goods.	<p>: As a result of various energy conservation measures taken by the company, the expected outcomes are :</p> <ul style="list-style-type: none"> • Increase in productivity. • Reduction in energy consumption. • Optimum loading of captive water sources. • Increase in Efficiency. • Saving in consumption of fuel. • Saving in maintenance cost of machineries. • Reduction in manpower cost. • Reduced approximately 300 KL soft water though re-collect usable hot water

d. Total Energy Consumption and Energy Consumption per unit of production are as

A. POWER AND FUEL CONSUMPTION

S. No.	PARTICULARS	Year ended 31.03.2018	Year ended 31.03.2017
1.	Electricity		
	a. Purchased		
	Units (Nos.)	56943297	67969100
	Total Amount (Rs.)	370124871	417899266
	Rate/Unit (Rs.)	8.05	6.15
	b. Own Generation		
	i) Through Diesel/FO		
	Quantity (Ltrs)	130710	132915
	Total Amount (Rs.)	6536472	6507449
	Average Rate (Rs.)	53.16	48.96
	Generation (Units) (Nos.)	309146	407584
	Units per Litre of Diesel oil (Nos.)	7.56	3.06
	Cost/Unit (Rs.)	25.20	16.00
	ii) Through Steam Turbine		
	Generator Units	N.A.	N.A.
	Unit/LTR or Fuel	N.A.	N.A.
	Oil/Gas Cost unit	N.A.	N.A.
2.	Coal		
	Quantity(Tones)	N.A.	N.A.
	Total Cost	N.A.	N.A.
	Average Rate	N.A.	N.A.
	Total Unit Generated	309146	407584
	Total Cost	6536472	6507449
	Cost/Unit	25.20	16.00
3.	Furnace Oil (Excluding use on Generation of Electricity)		
	Quantity (Ltrs)	0.00	0.00
	Total amount (Rs.)	0.00	0.00
	Average Rate (Rs.)	0.00	0.00
4.	Others/Internal Generation		
	Wood		
	Quantity	N.A.	N.A.
	Total Cost	N.A.	N.A.
	Rate/Unit	N.A.	N.A.

B. CONSUMPTION PER UNIT OF PRODUCTION
A. POWER AND FUEL CONSUMPTION

S. No.	Particulars	Yarn Per Mt		Made-ups Per 1000 Sqm		Architectural Products Per 1000 Sqm	
		Year Ended 31.03.2018	Year Ended 31.03.2017	Year Ended 31.03.2018	Year Ended 31.03.2017	Year Ended 31.03.2018	Year Ended 31.03.2017
1	ELECTRICITY (KWH)	2830.40	2790.88	35.50	36.67	730.00	720.00
2	COAL	N.A.	N.A.	0.00	0.00	N.A.	N.A.
3	OTHERS	N.A.	N.A.	0.00	0.00	N.A.	N.A.

II TECHNOLOGY ABSORPTION: Efforts made in technology absorption as per Form-B of the Annexure to the Rules.
A. RESEARCH & DEVELOPMENT (R & D)

1.	Specific areas in which R&D carried out	:	Research & Development is carried out for development of new products and for improvement in the production process and quality of products. The Company has been able to pioneer the launch of new products that have been successful in the market due to its R&D efforts. There is progress on building enabling capabilities in the areas of facilities and infrastructure, technology organization, staffing & development, and the engagement of external knowledge networks to complement internal capabilities. The recruitment of professional staff and leadership is ongoing and programmed; staff managing processes have been defined and are being instituted. The R & D Department is well equipped with most modern sophisticated state of the art testing equipments. Company is looking forward to the possibility of re-engineering the products constructions and raw materials for optimum utilization of resources.
2.	Benefits derived as a result of the above R&D	:	Quality testing of raw material, stores & consumables. Monitoring/Control of production process. Improved quality & higher production of cotton yarn, blended yarn like polyester cotton & mélange yarn. Development of new market segment & Value added product. Water conservation. Increase in productivity and Cost reduction.
3.	Future Plan of Action	:	Management is committed to strengthen R & D activities further to improve its competitiveness in times to come.
4.	Expenditure on R&D	:	
	a. Capital	:	NIL
	b. Recurring	:	NIL
	c. Total	:	NIL
	d. Total R&D Expenditure as a Percentage of total turnover	:	NIL

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

1.	Efforts, in brief made towards technology absorption, adaptation and innovation.	:	The Company is continuously making efforts for adaptation of latest technology in all its units. The Company has also created specific cells for studying and analyzing the existing processes for further improvement, upgrading machines with technologically advanced accessories and spares. The company constantly gets feedback from customers and makes efforts for improving the quality of products by conducting the trials, special studies in manufacturing process etc. Company have ventured into fire retardant fabrics suitable for hotel industry, technical textiles, reinvented commodity products for exports and domestic. During the period under review company, has embarked upon the journey of value addition in yarns. This has been done under the strategy to insulate from the commodity yarn.
2.	Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution etc.	:	Higher output and improved quality of product with reduction in the cost of production and other overheads. The company will project its image in the global market as a manufacturer of world class yarn and achieve an excellent share out of it.
3.	In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished	:	Nil
	a. Technology imported	:	N. A.
	b. Year of import	:	N. A.
	c. Has technology been fully absorbed?	:	N. A.
	d. If not fully absorbed, areas where this has not taken place, reasons thereof and future plan of action.	:	N. A.

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

1	Activities relating to export initiatives taken to increase exports; development of new export markets for products and services and exports plan.	:	Company is targeting for a leading name in field of Home Textiles, by networking for direct supply to leading international customers, and introducing the new segment e-business on domestic and exports. To continue the maximum reach to valued consumers, the company used to participates in exhibitions, magazine etc. apart from other promotional efforts towards domestic market, promoting through various promotional materials and hopeful to have better profitability in coming years. US market has been developing well both on the residential fabric and contract business. Middle East has shown significant jump on the volumes. Economy seems to be doing well but furnishings buyers were very cautious. Your company has spread its wings in most of the markets now like US, UK, South East Asia, Australia, NZ and Middle East. Business sentiments were very soft in furnishings industry both for exports and domestic markets.
2.	Total Foreign Exchange used and earned	:	Used Rs. 361.08 Lac. for the financial year ended March 31, 2018 (Rs. 422.30 Lac for the financial ended as on March 31, 2017) Earned Rs. 12212.48 Lac for the financial year ended March 31, 2018 (Rs. 13810.61 Lac for the financial year ended as on March 31, 2017)

IV. INFORMATION AS REQUIRED UNDER THE MISCELLANEOUS NON-BANKING COMPANIES (RESERVE BANK) DIRECTION, 1972.

1.	Total number of depositors whose deposits have not been claimed by the depositors or paid by the company after the date on which the deposit became due for repayment or renewal, as the case may be according to the contract with the depositor or the provisions of the Directions, whichever may be applicable.	:	Not Applicable
2	The total amounts due to the depositors and remaining unclaimed or unpaid beyond the due dates of repayment.	:	Not Applicable

MANAGEMENT DISCUSSION AND ANALYSIS**I. TEXTILES INDUSTRY STRUCTURE AND DEVELOPMENT**

The year is still stabilizing after witnessing two radical reforms in last year being demonetization and introduction of Goods and Services Tax (GST). GST is India's biggest indirect tax reform since independence, and expected to ease the business cross states. India's textile industry is expected to be a USD 223-billion market by 2021. Although cotton accounts for a considerable share of India's textile industry.

The government ministry has recognize the textile industry and noticed that just like the GST, dubbed as one nation-one tax, there should be a uniform policy not just for the textile industry, but for all the sectors. The government consider the one nation policy' for all the sectors textile sector is capable of strengthening rural economy and create large-scale employment. The government is working towards building robust infrastructure to ensure that cotton produced by farmers gets consumed by the garment industry in the state saving time and energy to export it. India's projected GDP growth of over 7 per cent for the current fiscal is "amazingly fast" and if this momentum is maintained the size of the economy can double within a decade. Growth is driven more by domestic consumption than exports, The slowdown in domestic demand growth for textiles due to demonetization and the implementation of the goods and services tax seems to have bottomed out in the second half of the current fiscal. A sharp uptick in business outlook, underpins the hope that the reform initiatives of the government would unravel a host of investment opportunities for firms. Much of the recovery in business conditions is expected to be domestically driven, as a large proportion of firms expect to maintain status quo on their export orders. Despite the rise in capacity utilization, majority of firms expect no change in their domestic and international investment plans More than half of the firms expect to maintain status quo on their plans about investing in the domestic economy. Firms are keeping investment plans on hold despite the expectation of an improvement in sales and new orders. The textile industry is critical to the Indian economy. Therefore, working of the textile industry has a considerable ripple effect not only on the economy, but also on the lifestyle of individuals.

COTTON

India's textile industry is expected to be a USD 223-billion market by 2021. Although cotton accounts for a considerable share of India's textile industry, polyester is witnessing an unprecedented growth; and is likely to supersede cotton in future. Moreover, with each passing day, polyester is finding new areas of application across various downstream industries. The increasing prices has adversely affecting the production of fabric and if the situation continues, it will be difficult for this highly labour intensive powerloom industry to survive. Leading stock exchange BSE will launch trading in the commodity derivatives segment from October, and will focus on non-agriculture products to start with,

YARN – A SIGNIFICANT SEGMENT

An increasing crude price is likely to narrow the spread between cotton and synthetic yarns, thereby moderating the pace of switch to synthetics from cotton textiles. Operating margins of synthetics manufacturers may witness volatile margins due to fluctuations in crude price and delays in passing on cost inflation, Cotton yarn sales are likely to slow down due to a slump in yarn exports. Demand for cotton yarn and MMF would, in turn, will improve. Yarn exports have fallen to 100 million kgs a month now, from 140 million kgs earlier due to demand slump in China. Man-made fiber yarn as well as woven and knitted fabrics, in addition to Garments, have been extended by 2% incentive in the EU, the US, Canada and Japan. However, sops in these markets do not help yarn and fabric producers, as they export very little to these markets. The Merchandise Export Incentive Scheme (MEIS), however, ignores markets such as China, Bangladesh, Sri Lanka, Turkey, Vietnam and South Korea, which are major destinations for yarn and fabric from India.

II. OPPORTUNITIES AND THREATS

It is clear that the bad part of textile inflation has mainly to do with the large wedge between domestic and global synthetic fiber prices. Indian cotton crop remains heavily monsoon dependent due to lack of irrigation in most cotton growing region. The weather risk to prices are on upside. A lower-than-normal monsoon may trigger a shift in cropping pattern this year, mainly in the South where farmers could plant more "dry crops", such as maize and cotton which require less water. Another important issue is the availability, quality and price of power. Inflation in textiles matters just as much as food inflation, especially for the poor. At the same time, it is necessary to understand the nature of inflation in textiles. Given the impact on poor consumers in our country, it is obvious that we need to keep the inflation numbers of synthetic and manmade textiles under close watch. The availability of good quality power at reasonable prices is critical for sustainability of the industry. However, the cost of power has been continuously increasing, adding to input cost

pressure in the industry. The non-availability of skilled manpower along with high labour cost prevailing in the country is growing concern area for textile industry. Unseasonal rain becomes another risk factor harvesting of cotton. However the textiles industries is need based, which is very wide. It provides the significant opportunity for employment at all levels.

A. Government policies-Textile Sector

Depreciation in the Indian rupee has also boosted exporter profits, stoking the appeal of sending cargoes abroad. The upturn in exports marks a change from just a couple of months ago, when lower global cotton prices meant there was little incentive to ship overseas. It is be noted that the support has been given by the Government by extending the MEIS scheme indefinitely beyond June, 2018 for apparel industries..At present the Industry is going through a tough phase. The extension in MEIS scheme has given a boom to the industry This will enable the industry to increase India's share in the world market and given our high employment intensity, create significant employment opportunities across India. The Indian economy is gradually coming out of the twin shock of demonetisation and GST which temporarily derailed growth, The Union commerce and industry has stressed on the need to promote the textile industry to give a boost to the manufacturing sector, as the sector contributes only 16 percent to the country's GDP at present. The ministry is in talks with various countries to explore new markets for Indian fabrics, garments and apparels in order to boost exports, as the industry is working in 'suboptimal' level for its overdependence on the European Union and the US for exports. Integrated Scheme for Skill Development for the textile sector receives Rs. 174 crores which is operational for last several years for under skilled factory workers. Again, this is to boost employment in textile sector by incentivizing the employers and improving competitiveness.

B. EXPORT – AN INSIGHT

Things can change if India get orders, and that is why government is exploring new markets. Ministry are talking to Latin American countries to explore new markets for indian products. Government are also working on making Khadi as globally accepted garment. The Centre is also encouraging foreign direct investment (FDI) in the textile sector, which has the potential to create "millions of jobs". It has been urged to the Central government to consider implementing a uniform textile policy across the country in line with GST. There should be only one policy across the country. Otherwise textile units will shut down here and shift to Maharashtra,"

Our country has freight advantage over other. Exports have increased because India's cotton is presently the cheapest in the world and hence commands a good demand. Besides, Indian mills consumption has increased. This increase in consumption is because of 35-40 lakh new spindles set up in ginning mills in Gujarat, where cotton consumption is likely to be 65 lakh bales this year. Spot prices also declined across the country, tracking weak cues from futures. Political stability in the country coupled with revolutionary reforms on the indirect tax front, integrated package for textile industry, relaxed FDI norms, and focus on Ease of Doing Business, has created positive vibes for entrepreneurs in the country. India is already the fastest growing economy in the world and the trend is likely to accentuate in years to come. Due to implantation of Trade Infrastructure for export Scheme, the Indian exporters face challenges in terms of Infrastructures, particularly in states. Trade Infrastructure is one of the critical elements in export trade to enhance efficiency and competitiveness in the global market. The inadequate infrastructures pushes exporters logistics cost, impacting competitiveness of Indian goods in the global market. As the logistics cost in India is one of the highest in the world. The active consideration by the government has already resulted in some gains for the export sector including Zero rebating for exports and supply to SEZ units, enabling provisions of duty drawback to cover both basic customs duty and CGST, easy mechanism for job work, zero rebating for deemed exports, etc. FIEO is constantly bringing to the notice of the Government about various challenges faced by the export sector in the GST Regime.

III. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Company has considered and reviewed the requirement of presenting the financial results under segment reporting in terms of the Ind AS, and is of the opinion that henceforth, instead of presenting the results into Product Stage Wise viz. Yarn, Home Furnishing & Fashion Accessories and Architectural Products of 'Textile Segment', aggregate the same into one reportable segment only i.e. Textile Segment. Since the company operates in only one Segment i.e. 'Textile' hence no separate segment reporting is being made.

IV. OUTLOOK

Efforts are made to cope up with the challenges through continuous cost reduction, process improvements, diversification of products, rationalization of costs, training the workforce on the continued basis, improving efficiencies and creating a strong customer oriented approach. Company expects much better performance in the coming years, on the back of revival in the world economy, including India. The turnover volumes are reasonably expected to increase and consequently margins are also expected to be strengthened. However with the greater customer satisfaction, increase in existing customer loyalty, constant offering by the Company of its value added products, constantly improving its product mix with an increase in awareness of Alps products, and with the increased realization against USD on exports, better recovery is not only expected but is likely to be strengthened in due course. In the Made-up divisions your company is planning to upgrade the production facilities by replacing old machines with latest in market to give better quality products. At Haridwar Plant we have been able to maintain the balanced technical performance in terms of utilization and productivity during the financial year under consideration. The unit is also focusing on technically special PU coated fabric and TPU membrane lamination, which provides excellent water proof and moisture vapor transmission. These fabrics having high technicality involved to fulfill the demands of Indian Defence and also useful for high altitude temperature.

V. RISKS AND CONCERNS

A comprehensive risk management process is indispensable for survival in today's capricious business world. With rising globalization, we continuously evolve our risk management system. It is enabling our business to achieve its strategic objectives; and deliver sustainable, long-term growth and a commitment to responsible business practices. Our risk management system is prudently decentralized to facilitate risk mitigation at transaction levels. The cotton industry is also presently facing challenges like increase in labor cost, increasing power tariff & fuel charges, increase in transportation and inventory carrying charges, which are further likely to impact its margins. Cotton prices which have almost stabilized now may tend to increase due to various extraneous factors and lead to uncertainty. To bring growth and sustainability to the export markets and promote export, there is need to consistently seek new markets and tailor make products to suit the trends. The risks are inherent in all businesses. The challenge for the Company is to effectively and responsibly manage and control the risks on a sustained basis to enhance returns. All the current and fixed assets of the company also suffer from the risk of natural calamity. However, it has been insured from the reputed insurance companies and credit and recovery management due to various unforeseen circumstances.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Company has a robust internal control system in place designed to achieve efficacy of systems, processes and controls. Internal audit is carried out by an independent agency and internal enterprise risk management team. All the major areas and processes are covered in the review plan, drawn in consultation with the senior management. Internal audit process verifies whether all systems and processes are commensurate with the business size and structure. Adequate internal control systems safeguard the assets of the company with timely identification and intervention to assuage risks. The internal audit report is discussed with the senior management and members of Audit Committee to keep a check on the existing systems and take corrective action to further enhance the control measures. The Company has proper and adequate systems of internal control, to safeguard assets against loss from unauthorized use or disposition. This also ensures that all transactions are authorized, recorded and reported correctly. Regular internal audits and checks are carried out to ensure the robustness of the system. The Management also reviews from time to time the internal control systems and procedures to ensure their proper application. The emphasis on internal controls prevails across functions and processes, covering the entire gamut of various activities. Effective and comprehensive reviews by the Audit Committee of the Board further enhance the level and quality of internal controls within the organization.

VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

In the Auto & Technical Textiles segment, your company is maintaining the growth during the previous financial year. It is expected that the possibility of re-engineering the product constructions and raw materials utilization mix. Under the Made-ups Division, company is growing and progressing very well. With changing global demands & stiff competition, your company has taken many steps towards its constant improvements, in creating new benchmarks in the industry, like constant improvements in design & development w.r.t advanced & versatile equipments, competent team which

helps in reducing turnaround time from CADs to actual physical sample, ability to offer specific developments along with coordinated product across categories. Your company is aggressively increasing share of business with existing customers & focusing on getting new strategic customers, focusing on increasing share of product categories, opening up for outsourcing products & services to meet the market demands. Constant efforts are being made to increase the throughput & reduce the OE. While we continue to strive and deliver through performance, we maintain our endeavour to be a socially responsible corporate. The Company started producing Polyester /Cotton yarns Melange yarns. This are value added items with good demand in domestic and exports markets. However, the changes were envisaged for long term business interests.

During the period under review your company could not maintain the EBITDA which comes to Rs.(2619.44) Lakh in comparison to Rs. (2322.52) Lakh in previous year due to various unavoidable factors, various operational challenges in the production and marketing front, like decrease in the margin of yarn, closure of the operations of dyeing facilities located at Plot No. 1A, Sec. 10, I.I.E, SIDCUL, Haridwar, Uttarakhand by the Hon'ble National Green Tribunal (N.G.T.) vide its order dated January 27, 2016 and quality claims in Fabric segment. Due to this the financial performance of the company has been affected adversely. The impact of measures for improvement in the performance taken place during the year will be reflected in the current year's financial parameters.

VIII. MATERIAL DEVELOPMENTS ON HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Human Resources are the key contributors for achievement of Business Targets and play a pivotal role in the growth of the organization. For gainfully utilizing the Human Resources, it is mandatory to establish its strategic alignment with Business Objectives & Targets. The significant HR initiatives taken during the Financial Year includes realigning the focus of the employees with key Business objectives including increasing the Throughput & Free Cash Flow and controlling Operating Expenses and Inventory in all the functions in all the businesses. It led to positive developments across the organization. A thorough and consistent Manpower review resulted in redefining job profiles with multi-tasking and removing redundancy thereby controlling our Manpower Cost significantly. Though, there have been challenges with ongoing slow-down across the country, efforts made effectively in order to retain the talent with traditional as well as innovative retention strategies. The company has been reviewing the Company Policies periodically considering the needs of its employees treating its human resources as its valuable assets. It helps the employees to focus on their assignments, instead of bothering for hygiene, and give their best to the organization. Efforts continued to be made to improve the female workers/employees ratio, particularly at the shop floor, in-line with the national policy of gender equality and policy to restrict the sexual harassment is also being implemented in line with the government directions. The company's concerns for welfare of its workforce continued during the year and accordingly Group pension/Accident Insurance policy/ESI/WC policies were continued further as in the past. The company has been consistently maintaining harmonious & cordial relations with the employees at all the locations. We are also having good harmony relation with our employees. Due to our better relation and care of employees there was no labour unrest in any unit. Company is also having the different committees for all precautionary measures to maintain peace and discipline in the units. The Company continues to lay emphasis on building and sustaining an excellent organizational culture focusing on performance. During the year, Average employment, in comparison of last year of 2300 employees, with consistent review, has come down to 1982 by end of the current Financial Year. However, pursuit of proactive policies for industrial relations has resulted in a peaceful and harmonious situation on the shop floors of the various plants.

XI. MEDIUM-TERM AND LONG-TERM STRATEGY

In terms of SEBI/HO/CFD/CMD/CIR/P/2018/79 May 10, 2018 the disclosure of Medium and Long-term strategy of the company, for the next financial year ending on March 31 2019 is within the limits set by its competitive position and the long-term metrics specific to the company's long term strategy measurement of the progress will be reflected in coming years.

STATUTORY COMPLIANCE

The Executive Director makes a declaration at each Board Meeting regarding the compliance with the provisions of various statutes, after obtaining confirmation from all the units of the company. The Company Secretary ensures compliance accordance to SEBI regulations and provisions of the Listing Regulations.

CAUTIONARY STATEMENT

The Management of AIL has prepared and is responsible for the financial statements that appear in this report. These are in conformity with accounting principles generally accepted in India. The Management also accepts responsibility for the preparation of other financial information that is included in this report. Statements in this Management discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. The Management has made these statements based on its current expectations and projections about future events. Wherever possible, it has tried to identify such statements by using words such as 'anticipate', 'estimate', 'expect', 'project', 'intend', 'plan', 'believe' and words of similar substance. Such statements, however, involve known and unknown risks, significant changes in the political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs which may actual results to differ materially. The management cannot guarantee that these forward-looking statements will be realized, although it believes that it has been prudent in making these assumptions. The Management undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
(http://alpsindustries.com/corporate_governance.php)

Annexure-IV

IN TERMS OF REGULATION 34 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015
(MANDATORY REQUIREMENTS)

(I) Statement on company's philosophy on code of governance.

: Corporate Governance is an integral part of AIL's value system, management ethos and business practices. The Company's corporate governance initiatives are based on:

- Commitment to excellence and customer satisfaction;
- Commitment to maximizing long-term shareholder value;
- Commitment to responsible and ethical corporate conduct; and
- Concern for the environment and sustainable Development.

The Company regularly evaluates and defines its management practices which are aimed at enhancing its commitment to ensure that these basic tenets of corporate governance are met. At Alps, the basic Corporate Governance norms have been institutionalized as an enabling and facilitating business process at the Board, Management and Operational levels. Business practices are regularly reviewed and reaffirmed against these tenets and all steps are taken to ensure that Company operates beyond the mandatory regulatory framework of good corporate governance.

Link : http://alpsindustries.com/corporate_governance.php

(II) Board of Directors and procedures

: The Board of the Company is well structured, in compliance with the listing regulations, with adequate blend of professional Executives and Independent Directors. The Board consist sufficient participation of independent directors. The Board's actions and decisions are aligned with the Company's best interest. The Company has defined guidelines and established framework of the meetings of the Board and Committees. These guidelines seek to systematize the decision-making process at the meeting of the Board and Board committees in an informed and efficient manner.

The Board is headed by Non - Executive Chairman along with the Managing Director, who is also the Chief Executive Officer of the company and controls the day-to-day affairs of the company. The Company Secretary in consultation with the Board of Directors, finalize the agenda of the Board and Committee meetings, which is distributed to the Board/Committee members well in advance. In terms of the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 it is to be mentioned that the relationship between Mr. K.K. Agarwal, Non Executive Chairman & Promoter Director and Mr. Sandeep Agarwal, Managing Director & Promoter Director is of father and son and there is no inter-se relationship amongst other directors, except above.

LINK http://alpsindustries.com/board_of_directors.php

Board of directors :

- (a) Composition and category of Directors under Corporate governance

Nature of Directorship	Nos.	% to the total strength
Promoter and Non Executive	1	14.29%
Promoter & Executive	1	14.29%
Executive (Non-Independent)	1	14.29%
Non-Executive (Independent)	4	57.13%
Total	7	100.00%

- (b) There were Four meetings Board of Directors were held during the year and Attendance of each Director at the BOD meetings and the last AGM and compensation disclosures are as under :

Name of the Directors	Nature of Directorship	Relationship with other Director	Sitting fees paid during the year	No. of Board Meetings		Attended by AGM 29.08.2017
			(Rs. in 000')	Held	Attended	
Mr. K.K. Agarwal	Non-Executive Chairman & promoter	Father of Mr. Sandeep Agarwal	40.00	4	4	Yes
Mr. Sandeep Agarwal	Executive & promoter	Son of Mr. K.K. Agarwal	Nil	4	4	Yes
Mr. P.K. Rajput	Executive & non independent	-	Nil	4	4	Yes
Mr. Prabhat Krishna	Independent	-	65.00	4	4	Yes
Mr. Tilak Raj Khosla	Independent	-	65.00	4	4	Yes
Mr. P.K. Lamba	Independent	-	65.00	4	4	Yes
Ms. Deepika Shergill	Independent	-	30.00	4	3	No

- (c) Other provisions as to Board or Board Committees in which they are a member or Chairperson of :

Name of the Director*	No. of Outside Directorship Held			Outside Committees \$	
	Public	Private	Others	Member	Chairman/ Chairperson
Mr. K.K. Agarwal	-	2	1	-	-
Mr. Sandeep Agarwal	-	2	1	-	-
Mr. P.K. Rajput	-	-	-	-	-
Mr. Prabhat Krishna	1	3	-	3	3
Mr. Tilak Raj Khosla	-	-	-	-	-
Mr. P.K. Lamba	-	-	-	-	-
Ms. Deepika Shergill	-	-	-	-	-

\$ In accordance with Regulation 27 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 membership/chairmanship of only the Nomination and Remuneration Committee, Audit committee and Stakeholders Relationship Committee in all public limited companies (excluding Alps industries limited) as on date have been considered.

- (d) Number of BoD meetings held, dates on : No. of Board Meetings held: 4 : Dates - 30/05/2017, 13/09/2017, 13/12/2017 and 13/02/2018.

- (e) Disclosure of relationships between : The Board of the Company is well structured, in compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with adequate blend of professional Executives and Independent Directors. The Board consist sufficient participation of independent directors. The Board's actions and decisions are aligned with the Company's best interest. The Company has defined guidelines and established framework of the meetings of the Board and Committees. These guidelines seek to systematize the decision-

making process at the meeting of the Board and Board committees in an informed and efficient manner.

The Board is headed by Non - Executive Chairman along with the Managing Director, who is also the Chief Executive Officer of the company and controls the day-to-day affairs of the company. The Company Secretary in consultation with the Board of Directors, finalize the agenda of the Board and Committee meetings, which is distributed to the Board/Committee members well in advance. In terms of the Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, it is to be mentioned that the relationship between Mr. K.K. Agarwal, Non Executive Chairman & Promoter Director and Mr. Sandeep Agarwal, Managing Director & Promoter Director is of father and son and there is no inter-se relationship amongst other directors, except above.

LINK http://alpsindustries.com/board_of_directors.php

(f) The shareholding of directors as on 31st March, 2018 is as under:

Details of Shareholding of Directors:

S.No.	Name of Directors	Share holding	Percentage
1	Mr. K.K. Agarwal, Non Executive Chairman	1,147,460	2.93
2.	Mr. Sandeep Agarwal, Managing Director	6,51,510	1.67
3.	Mr. P.K. Rajput, Executive Director	2,00,000	0.511
4.	Mr. Prabhat Krishna, Independent and Non Executive Director	NIL	NIL
5.	Mr. Tilak Raj Khosla, Independent and Non Executive Director	NIL	NIL
6	Mr. P.K. Lamba, Independent and Non Executive Director	NIL	NIL
7.	Mrs. Deepika Shergill, Independent and Non Executive Director	NIL	NIL
	Total	1,998,970	5.111

Note 1: The Company has not issued any convertible instruments during the financial year 2017-18.

(g) Details of the Directors for Retire by Rotation:

- Details of Mr. K.K. Agarwal Non-Executive Chairman & Promoter Director (DIN No. 00139252) proposed to be reappointed due to retiring by rotation & re-appointment : He is a qualified Textile Technologist from Government Central Textile Institute, Kanpur (UP) and has received many awards from Central/State Governments and various Export Promotion Councils for his valuable guidance. He has also enjoyed prestigious positions in various organizations like, Chairman-North Zone AIMO, Executive Member of FICCI, FIEO, CII & HEPC. He was member of Cotton Yarn Advisory Board. Textile Association (India) has also awarded him with "Life Time Achievement Award" in recognition of his immense services to textile industry for creating jobs for Textile graduates. The company has been awarded Gold Trophy for the 1st set of FIEO Export Excellence Award of Northern Region in Top Exporters, Uttar Pradesh under Non-MSME Category for the year 2017-18, under his guidance. There is inter-se relationship amongst other directors. He is father of Mr. Sandeep Agrawal, Managing Director of the company. It is proposed to reappoint in due to retiring by rotation under section 152 of the Companies Act, 2013, being eligible for re-appointment.He is deemed to be interested(directly or Indirectly) in the following entities due to

holding the directorship or shareholding more than 2% in other companies as per detail given below as on March 31, 2018:--

Name of Company	Nature of Interest
Pacific Texmark Pvt. Ltd.	Directorship
Alps Processors Pvt. Ltd (Now Known as Narad Fabric Pvt. Ltd)	Directorship
Alps Usa Inc.	Directorship
Peek Finvest Pvt. Ltd.	Shareholding
Perfect finmen Pvt. Ltd	Shareholding
CDK Foundation (HUF)	Karta
K K Agarwal (HUF)	Karta
The ICMF Cotton Development and Research	Member

(h) Code of Conduct

: The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and highest standards of transparency. Accordingly the Company has laid down a Code of conduct for all its Board members and Senior Managerial/Personnel so that conflict of interest could be avoided. All the Board members and Senior Managerial Personnel are complying with the said code of conduct, which is also available on Company's website i.e. https://alpsindustries.com/downloads/Code_of_Conduct.pdf. All Directors and senior management personnel have affirmed compliance with the Code for F.Y. 2017-18. A declaration to this effect signed by the Managing Director is given in this Annual Report.

(III) Audit Committee

(a) Brief description of terms of reference

: The composition of Audit Committee meets with the requirements of Section of 177 of the Companies Act 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- : (a) As specified under Regulation 27 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ;
- Any matter related with Annual Report.
 - Review of Un-audited Financial Results.
 - Review of Internal Audit/Control systems.
 - Approve and recommend the Notification No. GSR No. 01(E) on January 1, 2015 and Companies (Cost Records and Audit) Rules, 2014.
 - Approve and recommend the appointment of Cost Auditor & Secretarial Auditor.
 - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and the auditors' report thereon.
 - Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory & Internal auditors and the fixation of audit fees and appointment of CFO after review of qualification/experience etc..
 - Reviewing the company's risk management policies.
 - Reviewing any changes in accounting policies and practices as compared to the last financial year and commenting on any deviation from the Accounting Standards.

- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 - Any other specific matters referred by the Board of Directors from time to time.
 - review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - approval or any subsequent modification of transactions of the company with related parties;
 - scrutiny of inter-corporate loans and investments;
 - valuation of undertakings or assets of the company, wherever it is necessary;
 - evaluation of internal financial controls and risk management systems;
 - Monitoring the end use of funds raised through public offers and related matters.
- (b) Composition, name of members and Chairperson. : 1. Mr. Prabhat Krishna – Chairman
2. Mr. Sandeep Agarwal – Member
3. Mr. Tilak Raj Khosla – Member
4. Mr. P.K. Lamba – Member
- (c) Meetings and attendance during the year : Meetings held: Four
Present Members : Meeting Attended
1. Mr. Prabhat Krishna - Chairman - 4
2. Mr. Sandeep Agarwal - Member - 4
3. Mr. Tilak Raj Khosla - Member - 4
4. Mr. P.K. Lamba - Member - 4
- (IV) Nomination and Remuneration Committee** : As specified under Regulation 19 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (a) Brief description of terms of reference
- To decide the company's policy and specific remuneration package for the Whole time Directors.
 - To decide any revision/ amendment/ addition/deletion/ recomposition in the remuneration package of the Whole Time Directors.
 - Any matter related with the retirement benefits of the Executive and Whole Time Directors.
 - Any other matter, as may be assigned by the Board with respect to financial commitment for whole time directors.
 - Identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
 - To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
 - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

- Devising a policy on Board diversity in terms of guidance's of SEBI as amended from time to time
- To implement the Remuneration policy for directors, KMPs & senior level employees as required under section 178 of the Companies Act, 2013 which is as under:

The Nomination & Remuneration Policy of Alps Industries Ltd (the "Company") is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The Nomination & Remuneration Policy applies to the Company's senior management, including its Key Managerial Persons (KMPs) and Board of Directors.

1. INTRODUCTION

As mandated by the statutory provisions contained under section 178 of the Companies Act, 2013 and the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges, Nomination & Remuneration Committee of the Company has formulated this policy and on its recommendation the Board of Directors has approved the same vide Board Resolution dated 30th April, 2014. This policy contains guidelines on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel of the Company. This policy may be treated as a benchmark for determining the qualifications, positive attributes and independence of a Director, criteria for evaluation of Independent Directors and the Board, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

2. OBJECTIVE

- To formulate the eligibility criteria for determining qualifications, positive attributes, and independence of a Director and to formulate the criteria for evaluating Directors and Senior Management;
- To identify and select for Board's consideration the persons who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down;
- To carry out the evaluation of Directors, Key Managerial Personnel and Senior Management of the Company and to provide them rewards linked directly to their efforts, performance, dedication and achievement relating to the Company's operations;
- To determine the remuneration taking into account parameters like financial position of the Company, industry size, company size and general practice on remuneration payout in the Textile Industry;
- To retain, motivate and promote talent and to ensure long

term sustainability of talented managerial persons and create competitive advantage; and

- To lay down criteria for appointment, removal of directors, Key Managerial Personnel and Senior Management Personnel and evaluation of their performance.

3. EFFECTIVE DATE

This policy has been effective since 1st April, 2014.

4. DEFINITIONS

- 'Act' means Companies Act, 2013 and rules made there under.
- 'Board of Directors' or 'Board', in relation to the Company, means the collective body of the directors of the Company.
- 'Committee' means Nomination and Remuneration Committee of the Company as Constituted or re-constituted by the Board.
- 'Company' means Alps Industries Limited.
- 'Directors' means Directors of the Company.
- 'Independent Director' means a director referred to in Section 149 (6) of the Companies Act, 2013.
- 'Key Managerial Personnel' (KMP) means:
 - ♦ Chief Executive Officer and/or Managing Director
 - ♦ Whole-time Director
 - ♦ Chief Financial Officer
 - ♦ Company Secretary
 - ♦ Such other officer as may be prescribed under the applicable statutory provisions/regulations.

'Senior Management Personnel' for this purpose shall mean employees of the company occupying the position as such under the Act.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

GUIDING PRINCIPLES

The Guiding Principle is that the nomination & remuneration and other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent executives.

The Nomination & Remuneration Policy for executives reflects the overriding remuneration philosophy and principles of the Alps. When determining the remuneration policy and arrangements for Whole time Directors / KMPs, the Nomination & Remuneration Committee, constituted in accordance with Section 178 of the Companies Act, 2013, considers parity with peers and employment condition elsewhere in the competitive market to ensure that pay structures are appropriately aligned and that level so remuneration remain appropriate in this context.

The Committee while designing the remuneration package considers the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.

The Nomination & Remuneration Committee while considering a remuneration package must ensure a direct relationship with the Key Result Areas and individual achievements considering short as well as long term performance objectives appropriate to the working of the company and its goals.

The Committee considers that a successful remuneration policy must ensure that a significant part of the remuneration package is linked to the achievement of corporate performance targets and a strong alignment of interest with stakeholders.

The Nomination & Remuneration policy is guided by a common reward framework and set of principles and objectives as envisaged under section 178 of the Companies Act 2013 and Companies (Meetings of Board and its Powers) Rules, 2014., inter-alia principles pertaining to determining qualifications, positive attributes and independence of the Directors, integrity, etc. The main objectives are -

Attract and retain:

Remuneration packages are designed to attract high-calibre executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.

Motivate and reward: Remuneration packages are designed to attract high-calibre executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.

The principal terms of non-monetary benefits: The Executives will also be entitled to customary non-monetary benefits such as Company Cars, Telephones/Mobiles, Healthcare facilities, etc. In addition thereto, in specific cases, particularly at the Unit levels, company may also provide housing and other benefits.

EXECUTIVE REMUNERATION- BOARD OF MANAGEMENT

Executive remuneration is proposed by the Committee and subsequently approved by the Board of Directors and further by the shareholders and central Government as per legal requirements. Executive remuneration is evaluated annually against performance and a benchmark of international companies, which are similar to Alps in size and complexity. Benchmarking is done with the help of reports generated by/through internationally recognized compensation service consultancies. In determining remuneration packages, the Committee may consult with the Chairman/ Managing Director

and Independent Directors as well, as appropriate. Total remuneration shall include of following:

A fixed base salary, set a level aimed at attracting and retaining executives with professional and personal competencies required to drive the Company's performance.

Short-term incentives, based on the achievement of individuals as per pre- defined financial and strategic business targets, the incentive are given, particularly in Sales function, as per Incentive Scheme duly approved by the Managing Director.

Long-term incentives promoting a balance between short-term achievements and long-term thinking.

Pension/ESI contributions, made in accordance with applicable laws and employment agreements.

Loyalty / Belongingness to Company, to be achieved by aligning the rewards and recognitions for longer association of the employees with the organization and encouraging Referrals as one of the sources of recruitment to strengthen the company work-force.

Working Atmosphere at the workplace, company committed to provide good working atmosphere conducive to efficient and effective functioning of the employees with excellent culture and good inter-personal relationship within the organization as well as with external business associates.

Female employees, of the company gives fair chance to males as well as females in employment and prefers to maintain the reasonable balance. It also provides requisite protection to female employees through effective implementation of HR Policies to safeguard against Sexual Harassment, etc.

Severance payments in accordance with termination clauses in employment agreements. Severance payments shall comply with local legal framework.

DISCLOSURE OF INFORMATION

Information on the total remuneration of members of the Company's Board of Directors and Executive Board of Management may be disclosed in the Company's annual financial statements. This includes any deferred payments and extraordinary contracts during the preceding financial year.

APPROVAL OF THE NOMINATION & REMUNERATION POLICY

This Nomination & Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management including Key Managerial Person and Board of Directors.

The Nomination & Remuneration Policy is binding for the Board of Directors. In other respects, the Nomination & Remuneration Policy shall be of guidance for the Board and shall be modified /revised with the consent of the Nomination & Remuneration committee and Board of Directors of the company from time to time as may be required. Any departure from the policy shall be recorded and reasoned in the Board's minutes.

Familiarization Programme Imparted For Independent

Directors

In terms of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The familiarization programme imparted to Independent Directors are available on Company website www.alpsindustries.com

(b) Composition, name of members and Chairperson.

1. Mr. Prabhat Krishna - Independent Director & Chairman
2. Mr. Tilak Raj Khosla - Independent director & member

(c) Meetings and attendance during the year

3. Mr. P.K Lamba - Independent director & member
- : Meeting held: One

1. Mr. Prabhat Krishna - Chairman
2. Mr. Tilak Raj Khosla - Member

(d) Performance and Evaluation Criteria of Independent Directors

3. Mr. P.K Lamba - Member

: The company has formulated the Nomination and Remuneration Policy covering the evaluation criteria of independent directors which is available on the website of the company. www.alpsindustries.com

(d) Details of remuneration and pecuniary benefits to all the Directors, during the financial year ended on March 31, 2018 are as per details given below :-

(Rs. in 000' s)

Name of the Directors	Salary	Perquisites	Sitting fees	Total
Mr. K.K. Agarwal	0.00	0.00	40.00	40.00
Mr. Sandeep Agarwal	0	0.00	0.00	0
Mr. P.K. Rajput	1320.00	37.00	0.00	1357.00
Mr. Prabhat Krishna	0.00	0.00	65.00	65.00
Mr. Tilak Raj Khosla	0.00	0.00	65.00	65.00
Mr. P.K. Lamba	0.00	0.00	65.00	65.00
Ms. Deepika Shergill	0.00	0.00	30.00	30.00
TOTAL	1320	37.00	265.00	1622.00

It includes reimbursement of Medical Expenses, Leave travel concession (LTC) & Provident Fund.

NOTES:

1. In terms of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to Corporate Governance, it is confirmed that there are no pecuniary relationships or transactions of the non executive directors vis-à-vis company, except as mentioned above.
2. In compliance of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to Corporate Governance, it is confirmed that the criteria of making payment to non-executive directors is performance based as detailed in the "criteria of performance evaluation" specified under the Nomination & Remuneration Policy which is available on Company's website. www.alpsindustries.com

(V) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- (a) Brief description of terms of reference : As specified under Section 135 of the Companies Act, 2013; viz
- (a) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII;
 - (b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
 - (c) monitor the Corporate Social Responsibility Policy of the company from time to time.

- (b) CSR Policy in terms of Section 135 of the Companies Act, 2013

Our CSR Vision

Through sustainable measures, actively contribute to the Social, Economic and Environmental Development of the community in which we operate ensuring participation from the community and thereby create value for the nation.

OUR CSR MISSION

1. Ensuring socio-economic development of the community through different participatory and need- based initiatives in the best interest of the poor and deprived sections of the society so as to help them to become SELF-RELIANT and build a better tomorrow for themselves.
2. Ensuring environmental sustainability through ecological conservation and regeneration, protection & re growth of endangered plant species, and promoting biodiversity.

OUR ACTIVITIES

The CSR activities we pursue will be in line with our stated Vision and Mission, focused not just around our plants and offices, but also in other geographies based on the needs of the communities.

The four focus areas where special Community Development programme would be run are:

1 Eradicating hunger, poverty and malnutrition:

- Provision of food, nutrition supplement, clothes etc for the poor, children and other deprived sections of the society.
- Supporting nutrition in anganwadi centres and building capacities of anganwadi workers to this effect.
- Provision of shelter for homeless.
- Promoting sanitation, making available safe drinking water

2. Promoting Health care including Preventive Health care

through awareness programmes, health check-ups, provision of medicine & treatment facilities , providing pre natal & post natal healthcare facilities, prevention of female foeticide through awareness creation, program for preventing diseases and building immunity.

3. Ensuring environmental sustainability and ecological balance through :

- Plantation drives in schools, villages, our manufacturing units & offices/business premises and other areas in general;
- Reviving endangered plants, promoting agro-forestry;
- Protection of flora & fauna;

- conservation of natural resources
 - Maintaining quality of soil, air & water.
 - Adoption of wastelands to cultivate plants;
 - Promoting biodiversity;
 - Animal welfare and veterinary services.
 - Technical support and Knowhow for improving farming and building capacities of small farmers.
 - Promoting alternate energy resources.
4. **Employment and livelihood enhancing vocational skills and projects** including tailoring, beautician, mehandi application, bee keeping, food processing and preservation, vermi-composting and other Life Skill Training and livelihood enhancement projects.
- In addition, the Company has identified the following areas for Community Development interventions:
5. **Promotion of education** especially among children, women, elderly and the differently abled including:
- Non-formal education programmes.
 - Supporting schools with infrastructure like benches, toilets, potable water, fans etc.
 - Supporting other educational institutions.
 - Improving educational facilities in general.
 - Supporting children for higher education.
6. **Promoting gender equality and empowering women including:**
- Adult literacy for women.
 - Promoting and providing credit support to women's self-help and joint liability groups.
 - Training in vocations pursued by women.
 - Setting up homes for women & orphans;
 - Setting up old-age homes & other facilities for senior citizens
 - Setting up hostels for working and student women, day care centers for kids of working women
7. **Contribution or funds provided to technology incubators located within academic institutions which are approved by the Central Government.**
8. **Rural Development Projects.**
9. **Other Activities:**
- Promotion of Sports with special focus on training for rural sports, nationally recognised sports, Paralympic sports, Olympic sports.
 - Welfare for differently disabled persons
 - Setting up public libraries
 - Reducing inequalities faced by the socially and economically backward groups
 - Protection of national heritage, art, culture and handicraft; Restoration of Buildings & sites of historical importance & works of art.
 - Welfare of armed forces personnel, war widows and their dependants

10. Incidental Activities.

- Employing people and incurring other costs to carry out aforesaid activities.

11. Such other activities as the Board may consider to be appropriate.**Our Approach to Implementation**

We will strive to implement the aforesaid CSR activities on our own to the extent possible. At the same time, we recognize need to work in partnership with other players also.

This would include:

Collaborating with various organization, which are registered as a Trust or a section 8 company under the Companies Act, 2013 or Society or NGOs or any other form of entity incorporated in India that specialize in the aforesaid activities.

1. Contribution to various funds which are aligned with our Vision and Mission e.g.
 - Prime Minister's National Relief Fund
 - Any other fund set up by the Central Government for :
 - socio-economic development and relief.
 - for the welfare of Scheduled Castes, the Scheduled Tribes, other Backward classes, minorities and women.
2. Collaborating or pooling resources with other companies to undertake aforesaid CSR activities.

CSR FUNDS

The corpus for the purpose of carrying on the aforesaid activities would include the followings:

- 2% of the average Net Profit made by the Company during immediately preceding Financial Year.
- Any income arising there from.
- Surplus arising out of CSR activities carried out by the company and such surplus will not be part of business profit of the company.

MONITORING

The CSR department will provide regular progress report to the CSR Committee of the Board. This report would indicate:

1. Achievement since last progress report / during the last quarter in terms of coverage compared to the target and reasons for variance.
2. Achievement of the year-to-date in terms of coverage compared to the target, plans to overcome shortfalls if any and support required from the CSR Committee/Board to overcome the shortfalls.
3. Actual year-to-date spends compared to the budget and reasons for variance.
4. In respect of activities undertaken through outside Trust/Society/NGO's etc. there will be mechanism of monthly reporting of progress on each such activities and the amount incurred thereon.

The Board shall seek a short progress report from the CSR Committee on a quarterly basis. However this will be subject to review from time to time in terms of Government directives/social needs and emerging of new vision of the company.

(c.) Composition, name of members and Chairperson. : 1. Mr. Prabhat Krishna – Independent Director & Chairman
2. Mr. Sandeep Agarwal – Non Independent director & member
3. Mr. P.K Lamba - Independent director & member

(d.) Meetings and attendance during the year : Meeting held: One
Present Members Meeting Attended
1. Mr. Prabhat Krishna – Independent Director & Chairman
2. Mr. Sandeep Agarwal – Non Independent director & member
3. Mr. P.K Lamba - Independent director & member

(e) Impact on the Company : The company has formulated the CSR Policy for evaluation & consideration of public security & Social Engineering which is available on the website of the company. www.alpsindustries.com

(VI) STAKEHOLDERS RELATIONSHIP COMMITTEE

(a) Brief description of terms of reference. : (a) As specified under Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) To review the status of Investors' Grievances of each Quarter,
(c) To review the statement of transfer of shares.
(d) To review of split, consolidation & demat/remat of shares.
(e) Any matter related with the Investors' Grievances.
(f) Redressing the grievances related to non receipt of annual report/dividend.
(g) The committee also looks after redressal of investors' grievances and performance of the Registrar and Transfer Agent of the company.
(h) Monitoring the violations of the code of conduct for prevention of insider trading, if any.
(i) To Confirm the rights of stakeholders that are established by law or through mutual agreements are to be respected.
(j) To Confirm the Stakeholders should have the opportunity to obtain effective redress for violation of their rights.
(k) To encourage mechanisms for employee participation.
(l) To allow stakeholders relevant, sufficient and reliable information on a timely and regular basis to enable them to participate in Corporate Governance process.
(m) To confirm that company should devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

(b) Name of non-executive director heading the committee & Composition.

: 1. Mr. Prabhat Krishna - Chairman
2. Mr. Sandeep Agarwal - Member
3. Mr. Tilak Raj Khosla - Member
4. Mr. Pradyumn Kumar Lamba - Member

(c) Number of Meeting held

: Meeting Held -4
Present Members
1. Mr. Prabhat Krishna - Chairman
2. Mr. Sandeep Agarwal - Member
3. Mr. Tilak Raj Khosla - Member
4. Mr. Pradyumn Kumar Lamba - Member

- (d) Name and designation of compliance & materiality officer and contact details : Mr. Ajay Gupta,
Company Secretary & General Manager - Legal.
Ph (D) : 0120-4161716 Fax : 0120-2896041
Email ID: ajaygupta@alpsindustries.com
Investorgrievance@alpsindustries.com

- (e) Number of shareholders' complaints received : Details of complaints received and redressed during the period so far. 2017-2018:

Sr. No	Particulars	Received	Redressed	Pending as on 31.03.18
1.	Non-receipt of refund order	Nil	Nil	Nil
2.	Non-receipt of Dividend Warrants	Nil	Nil	Nil
3.	Non-Receipt of Share Certificates	Nil	Nil	Nil
4.	Others	2	2	Nil
	TOTAL	2	2	Nil

- (f) Number not solved to the satisfaction of : NIL shareholders.

- (g) Number of pending share transfers. : NIL

(VII) General Meeting

- (a) Location and time, where last three AGMs/EGMs held.

S. No.	Location	Date	Time	AGM/ EGM
1.	57/2, Site IV Industrial Area, Sahibabad, Ghaziabad, U.P.	30.09.2015	10:00 A.M	AGM
2.	--Do--	14.09.2016	10:00 A.M	AGM
3.	--Do--	29.08.2017	10:00 A.M.	AGM

- (b) Whether special resolutions were passed : Yes, as per following details:
in the previous three AGMs/EGMs

At the AGM held on 30.09.2015

- Appointment of M/s R.K. Govil & Co., Chartered accountants as Statutory Auditors of the company under Section 139 of Companies Act, 2013
- Re-appointment of Mr. Sandeep Agarwal as Managing director of the company.
- Appointment of Cost Auditors M/s. Neeraj Sharma & Co., Cost Accountants.
- Re-appointment of Mr. Prabhat Krishna Independent Director of the Company.
- Re-appointment of Mr. Pradyumn Kumar Lamba Independent Director of the Company.
- Re-appointment of Mr. Tilak Raj Khosla Independent Director of the Company.
- Regularization of Ms. Deepika Shergill Independent Director of the Company.
- Change in the Registered office of the company situated at B-2 Loni Road Industrial Area, Opp. Mohan Nagar, Ghaziabad- 201007 U.P. to Corporate office of the company situated at 57/2 Site IV Industrial Area, Sahibabad, Ghaziabad-201010 U.P.
- Approval the borrowing powers of the company under section 180 (1)(c) of the Companies Act 2013.

At the AGM held on 14.09.2016

- Appointment of Cost Auditors M/s. Pramod Agrawal & Co., Cost Accountants

At the AGM held on 29.08.2017

- Re-appointment of Mr. Sandeep Agarwal as Managing director of the company.
- Re-appointment of Mr. Prabhat Krishna Independent Director of the Company.
- Re-appointment of Mr. Pradyumn Kumar Lamba Independent Director of the Company.
- Re-appointment of Mr. Tilak Raj Khosla Independent Director of the Company.
- Re-appointment of Ms. Deepika Shergill Independent Director of the Company.
- Appointment of Cost Auditors M/s. Gaurav Gupta & Associates, Cost Accountants.
- Re-appointment of Mr. Pramod Kumar Rajput as Executive director of the company.
- Disposing off all investment in all subsidiaries companies and also the dispose of substantial assets of one of its subsidiary company namely i.e. M/s Snowflakes Meditech Pvt. Ltd.

(c) Special Resolutions were put through : Nil postal ballot last year, details of voting pattern.

(d) Person who conducted the postal ballot : N.A. exercise.

(e) Any Special Resolution is proposed to be conducted through postal ballot. : No

(f) Procedure for postal ballot. : As per Section 110 of the Companies Act, 2013 and Rules made there under will be followed, if applicable.

(VIII) Disclosures

- (a.) (i) Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of company at large. In compliance of Regulation 23 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Accounting Standard 18, Indian Accounting Standard (IAS) the Disclosure of "Related Party Transactions" has been made in the Notes to Accounts of Financial Statements. During the year under review company has entered into related party transactions which are at the market prevailing prices and on arm's length basis and are in its ordinary course of business. Hence there are no conflicts of interest in any manner whatsoever and in compliance of company policy related to Related party transactions. The policy on the related party transactions are available on the website of the Company. www.alpsindustries.com
- (ii) Disclosure of Accounting Treatment under Regulation 34 of the SEBI (LODR) Regulations, 2015 Company has not done the treatment different from that prescribed in an IND AS 2015 in the Financial Statements for the period ended on March 31, 2018. Hence the requirement to disclose in the financial statements, is not applicable for the period under review.

- (b.) Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years. : None
- (c.) Compliance of Mandatory requirement under the Corporate Governance. : As per the details mentioned in the compliance report.
- (d.) Policy for determining "Material Subsidiaries" : The company has adopted the policy for determining "material Subsidiaries" which is available on the website of the company. www.alpsindustries.com
- (e.) Compliance of Non- Mandatory requirement under the Corporate Governance. : As per the details mentioned in the part B of the compliance report.
- (f.) Any non compliance of any requirement of corporate governance and extent to which the discretionary requirements under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with : The company has complied with all the compliance (mandatory or non mandatory) of the corporate governance and with all the discretionary requirements under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (g.) Compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report : The company has complied with all the requirements of with respect to corporate governance
- (h.) Whistle Blower & Vigil Mechanism : The company has implemented the Vigil Mechanism/ Whistle Blower Policy as specified Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. and under section 177 of the Companies Act, 2013. It is also affirmed that none of the personnel has been denied access to the Audit Committee. As required, it has also been displayed on the company's website i.e. www.alpsindustries.com

(IX) Means of Communication

- (a) Quarterly results. : Published in the News Paper and sent to the Stock Exchanges where Shares of the Company are listed and also displayed on the company website. www.alpsindustries.com
- (b) Which newspapers normally published in. : Money Makers and Dainik Mahalaxmi Bhagyodaya
- (c) Any website, where displayed. : www.alpsindustries.com
In compliance of the General Circular No. 17/2011 dated 21.04.2011 & 18/2011 dated 29.04.2011 and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is sending the Annual Report by email to all the members by adopting the Green Initiative as directed by the Government. The full text of the documents will be available on the Company's Website.

- (d) Whether it also display official news release : Yes
- (e) The presentations made to institutional investors or to the analysts. : The Financial Results are sent to the major investors including Institutional Investors, banks & various other government/statutory agencies and analysts.
- (f) Whether MD&A is a part of Annual Report or not. : Yes. Company also display on the official website.
- (g) Voting by electronic means : In terms of the requirement of section 108 and Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and in terms of the better corporate governance, the company will make necessary arrangements to facilitate the e-voting by all the members of the company in the forthcoming AGM.
- (h) NSE Electronic Application Processing System (NEAPS) and BSE Listing centre for electronic filing. : The NSE and BSE developed web based application for corporate. The Financial Results, Compliance Certificates, shareholding Pattern, Intimation of Board meetings, Investor Grievance Mechanism, Corporate Governance Report and event based material information are also filed electronically on NEAPS and Listing centre of BSE by the company on quarterly basis.
- (i) SEBI Complaints Redressal System (SCORES) : The investor complaints are processed in a centralized web based complaints redress system. The salient features of this system are centralized database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

(X) General Shareholder information

- (a) AGM: Date, time and venue (Tentative) : Date : August 31 , 2018
Day : Friday
Time : 10:00 A.M
Venue: 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad, (U.P.) Pin- 201010
- (b) Financial Calendar (Tentative) : 2018-19
Financial Year : April 1, 2018 to March 31, 2019
Annual General Meeting : August 31 , 2018
Result for quarter ending June 30 , 2018 : Second Week of August, 2018.
Result for quarter ending Sept 30, 2018 : Second Week of November, 2018
Result for quarter ending Dec 31, 2018 : Second Week of February, 2019
Result for quarter ending March 31, 2019. : Last Week of May, 2019
Audited Accounts for the financial year ending on March 31, 2019 : Last Week of May, 2019
- (c) Date of Book Closure : Wednesday, August 8, 2018 to Thursday, August 9, 2018 (Both days inclusive)
- (d) Cut-off date for Voting Rights for AGM under Section 108 of the Companies Act 2013. : Saturday, August 25, 2018
- (e) Schedule of e-voting : From Tuesday, 28.08.2018, 10:00 A.M. to Thursday, 30.08.2018, 5.00 P.M.
- (f) Dividend Payment Date : The Board of Directors has not recommended any dividend for the financial year ended on March 31, 2018.
- (g) Listing on Stock Exchanges : Equity Shares of the company are listed at the National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd., Mumbai.

(h) Name and address of Stock Exchanges where the company securities listed and confirmation of payment of listing fees

1. Bombay Stock Exchange Ltd. 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai-400001.

2. National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex Bandra (E), Mumbai – 400 051.

The Company has paid listing fees for the year 2018-2019 to National Stock Exchange India Limited. But it has not been paid for 2016-17 2017-18 & 2018-19 to Bombay Stock Exchange due to the delisting is under process. The Company filed a Writ petition no. WIRC/0008567/2018 before Allahabad High Court seeking direction for BSE to withdraw the demand of delisting fee and Annual fee with interest thereon along with the directions to delist the shares from its exchange as per law. The Hon'ble High Court was kind enough to issue notices to parties in this case and the matter is under consideration.

(i) Details of custodian and confirmation for payment of custodial fees

: NDSL -Issuer Code:093B

CDSL - Issuer Code: 1431

Annual Custodian/Issuer Fees for the year 2018-19 has been paid to CDSL. The demand from NSDL yet to be received.

(j) Stock Code

: NSE : ALPSINDUSEQ

BSE : 530715/ALPSIND

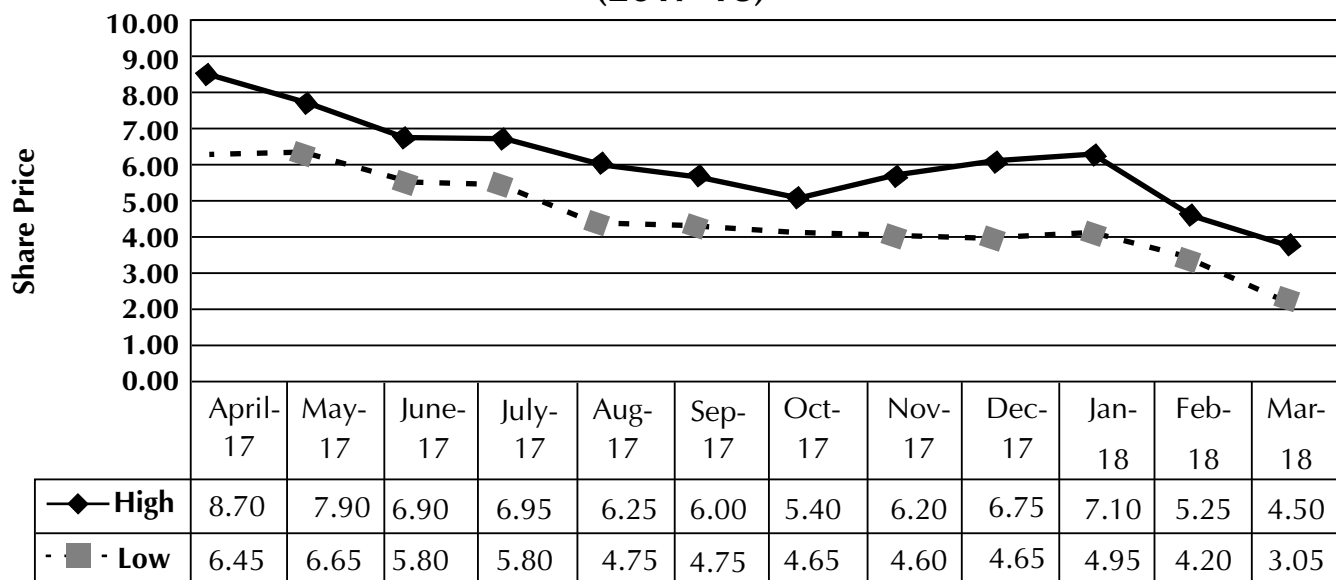
(k) Issue & reclassification of Quasi Equity shares under Corporate Debt Restructuring Scheme

: The Company has not reclassified/issue any quasi equity shares during the year under review.

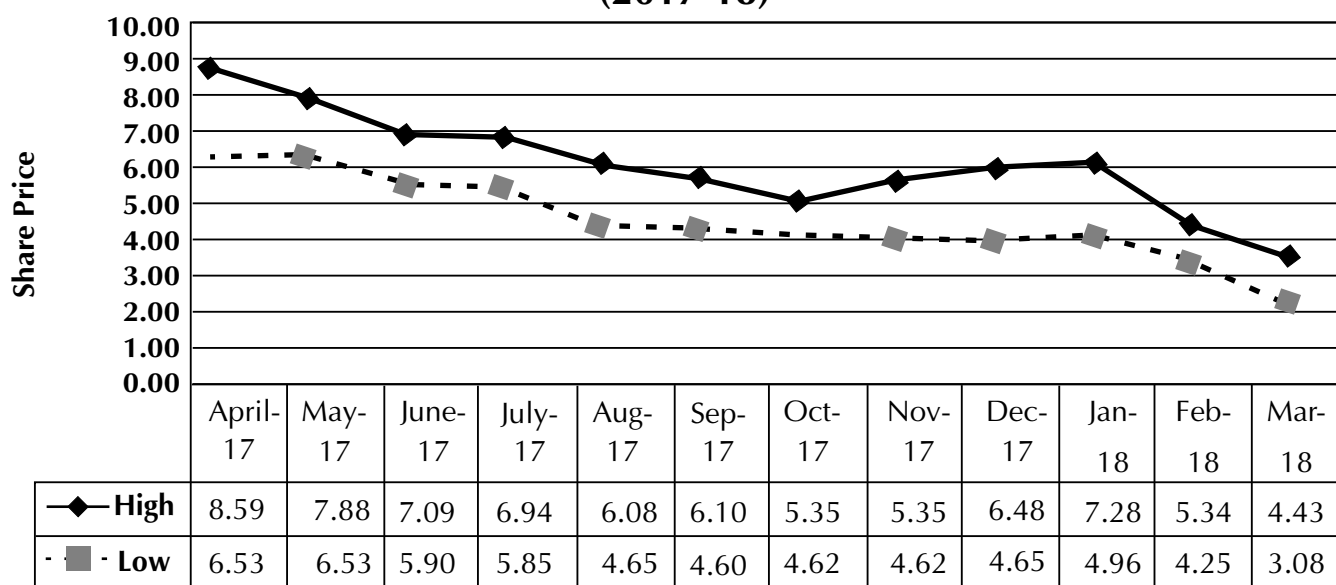
(1) Market Price Date: High, Low during each month in last financial year in National Stock Exchange of India Limited & Bombay Stock Exchange Ltd. :

SL. No.	Month	National Stock Exchange of India Limited (NSE)				Bombay Stock Exchange Ltd. (BSE)			
		(In Rs. per share)				(In Rs. per share)			
		Month's High Price		Month's Low Price		Month's High Price		Month's Low Price	
		Rate	Date	Rate	Date	Rate	Date	Rate	Date
1	April – 17	8.70	24.04.2017	6.45	03.04.2017	8.59	21.04.2017	6.53	03.04.2017
2	May – 17	7.90	03.05.2017	6.65	31.05.2017	7.88	03.05.2017	6.53	26.05.2017
3	June – 17	6.90	02.06.2017	5.80	16.06.2017	7.09	06.06.2017	5.90	15.06.2017
4	July – 17	6.95	11.07.2017	5.80	05.07.2017	6.94	12.07.2017	5.85	19.07.2017
5	Aug – 17	6.25	07.08.2017	4.75	22.08.2017	6.08	01.08.2017	4.65	28.08.2017
6	Sept – 17	6.00	21.09.2017	4.75	06.09.2017	6.10	21.09.2017	4.60	04.09.2017
7	Oct – 17	5.40	10.10.2017	4.65	25.10.2017	5.35	03.10.2017	4.62	27.10.2017
8	Nov – 17	6.20	30.11.2017	4.60	23.11.2017	5.35	30.11.2017	4.62	23.11.2017
9	Dec – 17	6.75	04.12.2017	4.65	18.12.2017	6.48	06.12.2017	4.65	18.12.2017
10	Jan – 18	7.10	04.01.2018	4.95	29.01.2018	7.28	04.01.2018	4.96	25.01.2018
11	Feb – 18	5.25	01.02.2018	4.20	28.02.2018	5.34	01.02.2018	4.25	28.02.2018
12	Mar – 18	4.50	01.03.2018	3.05	28.03.2018	4.43	01.03.2018	3.08	27.03.2018

**Alps Industire Ltd -Shareprice on NSE
(2017-18)**



**Alps Industire Ltd -Shareprice on BSE
(2017-18)**



(m) Shareholding Pattern as on 31.03.2018

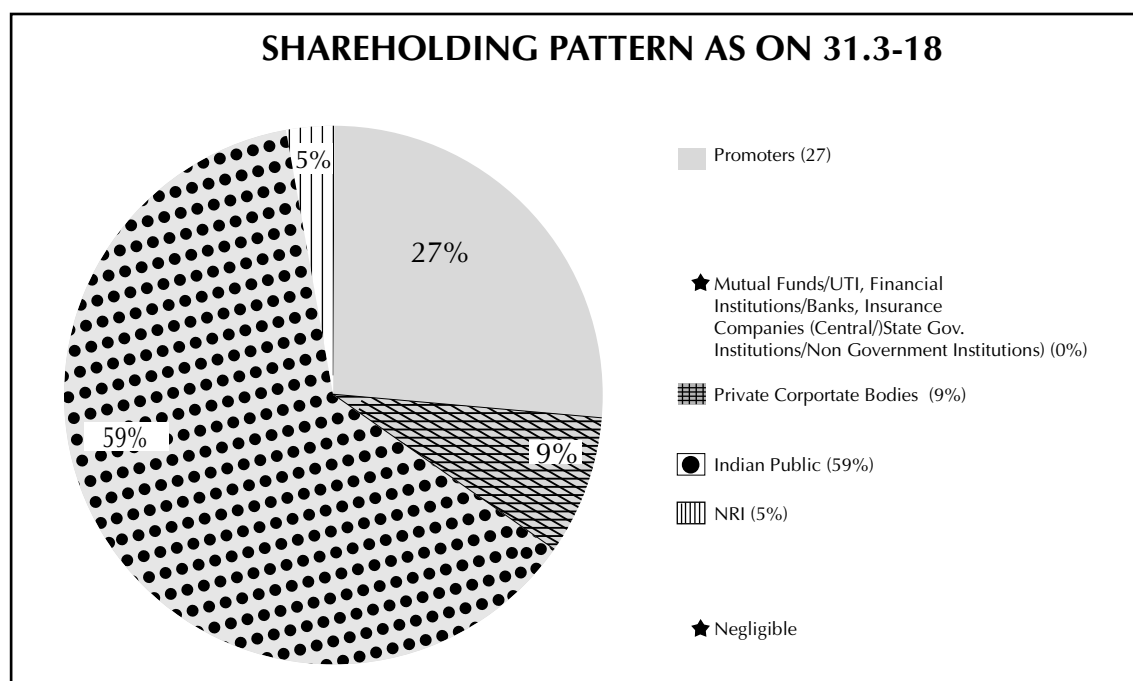
Scrip Code: NSE –ALPSINDUS & BSE -530715/ALPSIND

Name of the Scrip: Alps Industries Limited

Class of the Security: Equity Shares

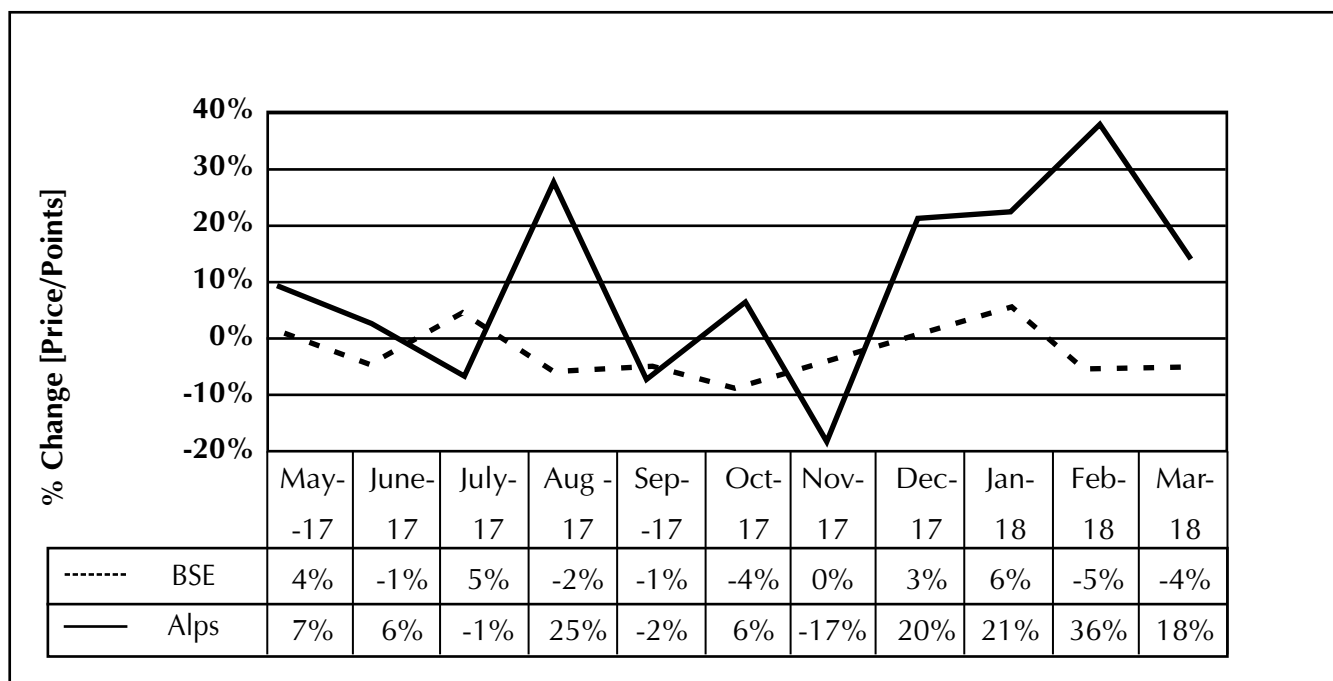
Category Code	Category of Shareholder	Number of Share holders	Total Number of Shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group1			
(1)	Indian	19	10,586,018	27.06
(2)	Foreign	-	-	-
	Total Shareholding Pattern of Promoter and Promoter Group	19	10,586,018	27.06
(B)	Public Shareholding2			
(1)	Institutions	4	500	0.00
(2)	Non Institutions	20911	28527582	72.94
	Total Public Shareholding	20,915	28,528,082	72.94
(C)	Shares held by Custodian and against which Depository Receipts have been issued			
(1)	Promoter and Promoter Group	-	-	-
(2)	Public	-	-	-
	TOTAL (A+B+C)	20,934	39,114,100	100.00

- For definitions of “Promoter Shareholding” and “Promoter Group” refer to Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- For definition of “Public Shareholding”, refer to Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Performance in comparison to broad-based indices such as BSE Sensex, CRISIL, Index etc:

BSE CHART FOR THE YEAR 2017-18 OF ALPS INDUSTRIES LTD. Vs. BSE SENSEX



(n) Registrar and Transfer Agents for Demat & Physical Shares : Alankit Assignments Limited,
Corporate Office, Alankit Height
1E/13, Jhandewalan Extension
New Delhi-110 055 India.

(o) Information related to suspension from trading of securities of the Company : No suspension of securities has been taken place. However the company has received the letter vide ref. No. DCS/ALF/16-17/BM/SCN/268-146/2016-17 dated 19/12/2016 from BSE intimating the transferring of securities under Trade to Trade segment w.e.f. 5.5.17. It has been replied by the company stressing for voluntary delisting of shares as requested by the company but the Bombay Stock Exchange Ltd has denied to delist the securities and the company has filled the Writ Petition for granting relief from the Bombay Stock Exchange Ltd in Allahabad High Court which is under process.

(p) Share Transfer System and Investors Grievances : In terms of the Regulation 7 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment of common agency as R&T Agent for Demat and Physical Shares, company has appointed the above R&T Agent. The share transfer and Investor Grievances system is in compliance with the requirement of the Stock Exchanges and as specified under the Depository Act, 1996. Company has Stakeholder relationship Committee to review the status of various matters related with the shareholders. The company has also provided the updated information for processing of details for allotment of User ID and Password for login into SEBI Compliant of Redress System (SCORES) in terms of the SEBI Circular Ref No. CIR/OIAE/1/2014 December 18, 2014.

- (q) Uniform procedure for dealing with unclaimed shares. : In terms of Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company report the following details in respect of the unclaimed equity shares lying in the suspense account which were issued in demat. The physical shares pursuant to the public issue, subsequent bonus issue and the transfer cases have been credited to Alps Industries Limited- Unclaimed Share Demat Suspense Account and Alps Industries Limited Unclaimed Suspense Account - Physical Account opened with Alankit Assignment Limited. The details of shareholding of individual allottee have been properly maintained and the shares have been credited to the allottee accounts as and when he/she approaches to the Company/R&T Agent.

Particulars	Number of share holders	Number of equity shares	Number of share holders	Number of equity shares
	Demat		Physical	
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2017	99	14366	Nil	Nil
Number of shareholders who approached the company for transfer of shares from suspense account during the year	--	--	--	--
Number of shareholders to whom shares were transferred from the suspense account during the year	--	--	--	--
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2018	99	14366	Nil	Nil
No of request received for claiming of shares with no of shares	--	-	--	--
No of request accepted for claiming of shares with no of shares	--	-	--	--
No of request rejected for claiming of shares with no of shares	--	--	--	--

The voting rights on the above shares shall remain frozen till the rightful owners such shares claim the shares in terms of regulation 27 & 39 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015

- (r) Distribution of shareholding : As on 31st March, 2018

Share holding of nominal value In Rs.	Shareholders		Share Amount	
	Number	%	Rs. In 000's	%
Upto- 5000	20082	95.93	10752.28	27.49
5001- 10000	444	2.12	3385.66	8.66
10001- 20000	222	1.06	3183.43	8.14
20001- 30000	56	0.29	1378.94	3.53
30001- 40000	36	0.17	1268.75	3.24
40001- 50000	18	0.08	825.29	2.11
50001- 100000	36	0.17	2603.68	6.65
100001 and above	40	0.19	15716.07	40.18
TOTAL	20934	100.00	39114.100	100.00

- (s) Dematerialization of shares and liquidity : 99.75 % of Issued Capital is in Dematerialized form as on 31st March 2018. The shares are listed at the two stock exchanges.
- (t) Outstanding GDRs/ADRs /Warrants or any Convertible instrument, conversion date and likely impact on equity : (i) No GDRs is outstanding as on 31st March 2018.
(ii) The company has not issued any ADRs.
(iii) There are no outstanding convertible security as on March 31, 2018.
- (u) Plant Location : 1. Plot No. 1-B, Sector 10 Integrated Industrial Estate, SIDCUL, Haridwar-249403, Uttarakhand
2. Village- Aminagar, Bhoor Baral, Meerut Delhi Road, Distt-Meerut -250103 (Uttar Pradesh)
3. 57/2, Site IV, Industrial Area, Sahibabad, Ghaziabad 201010 (U.P.)
- (v) Address for correspondence : Regd. & Corp. Office: 57/2, Site - IV, Sahibabad Industrial Area, Ghaziabad-201 010 (U.P.)
- (w) CEO/CFO Certification : As required under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Certificate duly signed by the CEO/CFO was placed at the meeting of Board of Directors held on May 30, 2018.
- (x) Certification of Reconciliation of Share Capital : In terms of the SEBI Circular the company has submitted the required certification duly certified by the Practicing Company Secretary, to the Stock Exchanges where the securities of the company are listed within the prescribed time in each quarter.
- (y) Company CIN No. and ROC : Company CIN No. is L51109UP1972PLC003544 and Registered with Registrar of Companies, Kanpur, Uttar Pradesh (State Code 20).
- (z) 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 thereunder, the details of transactions are as under:

S.No.	Particulars	Amount (Rs. in Lakh)	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		
	a) no repayment schedule or repayment beyond seven years or	NIL	NIL
	b) 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

GREEN INITIATIVE

In terms of Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 96, 101 & 102 and other applicable provisions of the Companies Act, 2013 & Companies(Management and Administration) Rules, 2014, the Government has allowed companies to send Annual Report comprising of Balance Sheet, Profit & Loss Account, Director' Report, Auditors' Report and explanatory statement etc., through electronic mode to the registered email address of the members. Keeping in view the underlying theme and In terms of above provisions, we are sending all the communications in electronic mode to the email address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to provide their details (name, folio no, e-mail id) on the company's email address viz. ajaygupta@alpsindustries.com, investorsgrievance@alpsindustries.com or the R&T i.e. M/s. Alankit Assignments Ltd. e-mail id jksingla@alankit.com. Members who hold shares in electronic form are requested to get their details updated with the respective depositories.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE –PART – II NON-MANDATORY REQUIREMENTS.

ANNEXURE-V

(Discretionary Requirements in terms of Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. The Board
 - (i) Non-Executive Chairman's office : The company has an office for the Non-Executive Chairman.
 - (ii) Tenure of Independent Directors. : In terms of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, All the independent directors have been reappointed for the second & final term of 5 years at the last Annual General Meeting held on 29.08.2017. It is confirmed that all the independent directors have resumed the office accordingly.
2. Nomination & Remuneration Committee ; Company is having a Nomination & Remuneration Committee in terms of the requirements of Schedule V, In Part II in Section II of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (i) Terms of Reference and remuneration Policy : It is authorized to do all functions as prescribed under the section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - (ii) Constitution of the committee :
 1. Mr. Prabhat Krishna - Independent Director & Chairman
 2. Mr. Tilak Raj Khosla - Independent Director & Member
 3. Mr. P.K Lamba - Independent director & Member
 - (iii) Presence at the meeting. : Meeting held: No
 - (iv) Presence of the Chairman of the committee at the Annual General Meeting. : The Chairman of the meeting was present at the Annual General Meetings.
3. Shareholders rights Half Yearly Financial Results and summary of significant events during the last six months may be sent to each household of shareholders. : The Financial Results and summary of significant events during the last six months were sent to the members as and when demanded by them members during the financial year.
4. Audit Qualifications by Statutory Auditors : There are Audit qualifications for the year under review. Hence the requirement. under Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and further amended by SEBI Notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016 issued by the Securities and Exchange Board of India (SEBI), audit reports are with modified opinion for the period ended March 31, 2018. In terms of above circular the Statement on impact of Audit Qualifications duly signed by the Managing Director, CFO, Chairman of the Audit Committee have been submitted to stock

- exchanges.
5. Discontinuance of Operations. : None
6. Training of Board Members : The Company will assist to expand the expertise of the members of the Board as and when required as per section 178 of the Companies Act, 2013 and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has policy on Board Diversity which aims to attract and maintain a Board which has an appropriate mix of Diversity, skills, experience and expertise which may help the Company in getting valuable feedback and advice to meet its goals and business challenges.
7. Mechanism for evaluating Non-Executive Board Members : Performance evolution of non executive directors used to be carried out by the Board of Directors from time to time. In compliance of Section 178 of the Companies Act 2013 and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, company has Evaluation Policy to review the performance of Non executive directors as and when required.
In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide notification dated May 9, 2018 company has accepted and implemented the below mentioned criteria also.
- i Observations of board evaluation carried out for the year.
 - ii Previous year's observations and actions taken.
 - iii Proposed actions based on current year observations.
- As per Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of Directors which is as under:
- Attendance and contribution at Board and Committee meetings
 - His/her stature, appropriate mix of expertise, skills, behavior, experience, leadership qualities, sense of sobriety and understanding of business, strategic direction to align company's value and standards.
 - His/her knowledge of finance, accounts, legal, investment, marketing, foreign exchange/ hedging, internal controls, risk management, assessment and mitigation, business operations, processes and Corporate Governance.
 - His/her ability to create a performance culture that drives value creation and a high quality of debate with robust and probing discussions.
 - Effective decisions making ability to respond positively and constructively to implement the same to encourage more transparency.
 - Open channels of communication with executive management and other colleague on Board to maintain high standards of integrity and probity.
 - Recognize the role which he/she is expected to play, internal Board Relationships to make decisions objectively and collectively in the best interest of the Company to achieve

- organizational successes and harmonizing the Board.
 - His/her global presence, rational, physical and mental fitness, broader thinking, vision on corporate social responsibility etc.
 - Quality of decision making on source of raw material/procurement of roughs, export marketing, understanding financial statements and business performance, raising of finance, best source of finance, working capital requirement, forex dealings, geopolitics, human resources etc.
 - His/her ability to monitor the performance of management and satisfy himself with integrity of the financial controls and systems in place by ensuring right level of contact with external stakeholders.
 - His/her contribution to enhance overall brand image of the Company.
- 8. Whistle Blower & Vigil Policy : The company has implemented the Vigil Mechanism/Whistle Blower Policy as in terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and all the concerned officials have been advised suitably.
- 9. Postal Ballot : It has been conducted wherever required.
- 10. E-voting : In terms of section 108 of the Companies Act, 2013 , relevant rules and in terms of regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the necessary facility will be provided.
- 11. Code of Conduct : The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and highest standards of transparency. Accordingly the Company has laid down a Code of conduct for all its Board members and Senior Managerial/Personnel so that conflict of interest could be avoided. All the Board members and Senior Managerial Personnel are complying with the said code of conduct. In terms of the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 related to the code of conduct, company has adopted the revised code of conduct. Which is also available on Company's website i.e. http://alpsindustries.com/downloads/Code_of_Conduct.pdf. All Directors and senior management personnel have affirmed compliance with the Code for F.Y. 2017-18. A declaration to this effect signed by the Managing Director is given in this Annual Report.
- 12. Disclosure for Non-Mandatory requirements : All the major and effective Non-Mandatory requirements have been complied with.
- 13. Post of Chairman & CEO : There are Different Officials who are holding positions of non executive Chairman and CEO (Managing Director). However they are related with each other with the relationship of Father and Son.
- 14. Reporting of Internal Auditor : The Internal Auditor Report directly to Audit Committee.

The Members of
Alps Industries Limited
Ghaziabad.

CERTIFICATE IN RESPECT OF COMPLIANCE WITH THE CODE OF CONDUCT AND MODEL CODE OF CONDUCT AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING AS SPECIFIED UNDER THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 OF THE COMPANY*

I, Sandeep Agarwal, in my capacity as the Managing Director & the Chief Executive Officer of the company, do hereby certify that all Directors/ Executive Director and Senior Executives of the company, one level below the Board, have complied with and adhered to the Code of Conduct and Model Code of Conduct and Internal procedure for prevention of Insider Trading as specified under the Section 195 of the Companies Act 2013, Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and as approved & prescribed by the Board of Directors of the Company.

Place: Ghaziabad
Date: May 30, 2018

For Alps Industries Ltd

(Sandeep Agarwal)
Managing Director & CEO
DIN - 00139439

***The Code of Conduct and Model Code of Conduct and Code for Corporate Disclosure Practices for prevention of insider trading as specified under the SEBI (Prohibition of Insider Trading) Regulations, 2015, can be viewed on the Company's website www.alpsindustries.com.**

CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
Alps Industries Limited
Ghaziabad

We have examined the compliance of conditions of Corporate Governance by Alps Industries Limited, for the year ended March 31, 2018 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 and section 149 of the Companies Act, 2013 and other applicable provisions..

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R.K. Govil & Co.
Chartered Accountants

Place : Ghaziabad
Date : May 30, 2018

(Mani Goyal)
Partner
Membership No. 421929

To,

Board of Directors,
Alps Industries Limited,
57/2 Site-IV Industrial Area
Sahibabad, Ghaziabad (U.P)

Dear Sirs,

In terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we hereby confirm that :

- A. we have reviewed financial statements and the cash flow statement for the year ended on March 31, 2018 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 2. these statements together present a true and fair view of the company affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee
1. significant changes in internal control over financial reporting during the period;
 2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 3. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company internal control system over financial reporting.

For Alps Industries Limited

Sandeep Agarwal
(Managing Director)
(Chief Executive Officer)

Place : Ghaziabad
Date : May 30, 2018

For Alps Industries Limited

A. K. Singhal
President Corp. (F&A)
(Chief Financial Officer)

EXTRACT OF ANNUAL RETURN**As on the financial year ended on 31.03.2018**

[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	L51109UP1972PLC003544
Registration Date	11/05/1972
Name of the Company	ALPS INDUSTRIES LIMITED
Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES
Address of the Registered office & Corporate Office and Contact Details	57/2, Site Iv, Industrial Area Sahibabad, Ghaziabad -201010
Whether listed company	
Name, Address and Contact details of Registrar	ALANKIT ASSIGNMENTS LIMITED 205-208, Anarkali Market , Jhandewalan Extn., New Delhi-110005, 011-41540061

ii. Principal business activities of the company

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Textile	235.1	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held
Alps USA Inc. 508, Main Street, Wilmington, New	NDWAZ20070455	Wholly Owned Subsidiary	100
Alps Energy Pvt. Ltd F-228 Ground Floor Lado Sarai New Delhi 110030	U40109DL2007PTC169994	Subsidiary	78.22

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

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	
A. Promoters									
(1) Indian									
a) Individuals/HUF	2906028	0	2906028	7.43	2906028	0	2906028	7.43	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	7679990	0	7679990	19.63	7679990	0	7679990	19.63	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
Sub Total(A)(1)	10586018	0	10586018	27.06	10586018	0	10586018	27.06	0.00
(2) Foreign									
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
Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	10586018	0	10586018	27.06	10586018	0	10586018	27.06	0.00
B. Public shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	100	200	300	0.00	100	200	300	0.00	0.00
b) Banks/FI	200	0	200	0.00	200	0	200	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	0.00	0.00	0	0	0	0.00	0.00

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	
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
Sub-Total (B)(1)	300	200	500	0.00	300	200	500	0.00	0.00
(2) Non-institutions									
a) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
i) Indian	3376431	5220	3381651	8.63	3502736	5220	3507956	8.97	0.34
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	16596230	61976	16658206	42.59	15373071	61376	15434447	39.60	(2.99)
ii.) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	7597597	0	7597597	19.42	7515738	0	7515738	19.21	(0.21)
c) Any Other									
NRI	861216	28912	890128	2.28	742350	28912	771262	2.20	(0.08)
Sub-Total (B)(2)	28426974	96108	28523082	72.94	27689724	95508	27756320	70.96	(1.78)
Total Public Shareholding (B)= (B)(1)+(B)(2)	28426974	96308	28528082	72.94	28432074	95708	28527582	72.94	0.00
C. Shares held by Custodians for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL (A)+(B)+(C)	39017390	96710	39114100	100.00	39018392	95708	39114100	100.00	0.00

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	K.K. Agarwal & Sons(HUF)	117000	0.30	0.88	117000	0.30	0.88	0.00
2	K.K. Agarwal	1147460	2.93	6.116	1147460	2.93	6.116	0.00
3	Nidhi Agarwal	216100	0.55	0.152	216100	0.55	0.152	0.00
4	Sandeep Agarwal	651510	1.67	3.793	651510	1.67	3.793	0.00
5	Rohan Agarwal	430128	1.10	2.174	430128	1.10	2.174	0.00
6	Sanyog Agarwal	248650	0.64	2.349	248650	0.64	2.349	0.00
7	Sandeep Agarwal (HUF)	94380	0.24	0.419	94380	0.24	0.419	0.00
8	Sunandini Agarwal	800	0.00	0.00	800	0.00	0.00	0.00
9	Alps Processors Private Limited	250116	0.64	2.363	250116	0.64	2.363	0.00
10	Careen Fintec (P) Ltd.	295000	0.75	0.425	295000	0.75	0.425	0.00
11	Coronation Spinning India (P) Ltd.	900000	2.30	2.834	900000	2.30	2.834	0.00
12	Pacific Texmark Pvt. Ltd.	2835872	7.25	3.173	2835872	7.25	3.173	0.00
13	Padam Precision Dies & Components Private Ltd.	1688200	4.32	1.778	1688200	4.32	1.778	0.00
14	Peek Finvest (P) Ltd	342082	0.87	3.231	342082	0.87	3.231	0.00
15	Peek Texfab Ltd.	100120	0.26	0.00	100120	0.26	0.00	0.00
16	Perfect Finmen Services (P) Ltd.	412800	1.06	2.483	412800	1.06	2.483	0.00
17	Roseat Finvest (P) Ltd.	382000	0.98	3.609	382000	0.98	3.609	0.00
18	Saurabh Floriculture (P) Ltd.	183800	0.47	1.736	183800	0.47	1.736	0.00
19	Supreme Finvest (P) Ltd.	290000	0.74	1.322	290000	0.74	1.322	0.00
	Total	10586018	27.06	38.839	10586018	27.06	38.839	0.00

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

Particulars	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
At the beginning of the year	10586018	27.06	10586018	27.06
Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
At the End of the year	10586018	27.06	10586018	27.06

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

Name of the shareholders	Shareholding at the beginning of the year as on 1.4.2017		Change in shareholding during the year		Shareholding at the end of the year as on 31.3.2018	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Shree Naman Securities and Finance Private Limited	709964	1.815	(490314)	(1.254)	219650	0.561
JM Financial Services Limited	-	-	1061182	2.71	1061182	2.71
Rocky Sequeira	-	-	311002	0.795	311002	0.795
Subramanian P	435650	1.113			435650	1.113
Bjd Securities Private Ltd	360123	0.920	(46932)	(0.120)	313191	0.800
Rakesh Gupta	220000	0.562	-	-	220000	0.562
Priyadarshi Jugalkishor Mehta	218636	0.558	-	-	218636	0.558
Pramod Kumar Rajput	200000	-	-	-	200000	0.552
Alexander Murugavel	-	-	200000	-	200000	0.552
Nitin Kantilal Pujara	-	-	196940	0.503	196940	0.503

Note:

- The above details are given as on 31 March, 2018. The Company is listed and 99.75% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. The aforesaid holdings by top ten shareholders is due to market operations. Further, Company has not allotted/transferred or issued any bonus or sweat equity shares during the year.

(v) Shareholding of Directors and Key Managerial Personnel:

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
Mr. K.K. Agarwal ,Promoter Director & Non Executive Chairman				
At the beginning of the year	1147460	2.93	1147460	2.93
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	1147460	2.93	1147460	2.93
Mr. Sandeep Agarwal, Promoter & Managing Director				
At the beginning of the year	651510	1.67	651510	1.67
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	651510	1.67	651510	1.67
Mr. P K Rajput, Executive Director				
At the beginning of the year	180000	0.46	180000	0.46
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / Bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	180000	0.46	180000	0.46
Mr. T.R. Khosla, Director				
At the beginning of the year	0.00	0.00	0.00	0.00
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	0.00	0.00	0.00	0.00
Mr. P.K.Lamba, Director				
At the beginning of the year	0.00	0.00	0.00	0.00
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	0.00	0.00	0.00	0.00
Mr. Prabhat Krishna, Director				
At the beginning of the year	0.00	0.00	0.00	0.00
Date wise Increase / Decrease in Share holding during the year				

specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	0.00	0.00	0.00	0.00
Ms. Deepika Shergill, Director				
At the beginning of the year	0.00	0.00	0.00	0.00
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	0.00	0.00	0.00	0.00
Mr. Ashok Kumar Singhal, CFO				
At the beginning of the year	104	Negligible	104	Negligible
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	104	Negligible	104	Negligible
Mr. Ajay Gupta, Company Secretary & General Manager Legal				
At the beginning of the year	0.00	0.00	0.00	0.00
Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0.00	0.00	0.00	0.00
At the End of the year	0.00	0.00	0.00	0.00

V. INDEBTEDNESS

(Rs. In Lakh)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	67112.70	0.00	0.00	67112.70
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	67112.70	0.00	0.00	67112.70
Change in Indebtedness during the financial year				
Principal				
· Addition	5572.99	0.00	0.00	5572.99
· Reduction	(333.32)		0.00	(333.32)
Net Change at the end of the financial year	5239.67	0.00	0.00	5239.67
i) Principal Amount	72352.37	0.00	0.00	72352.37
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	72352.37	0.00	0.00	72352.37

VI. V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. in Lakh)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Sandeep Agarwal Managing Director	P K Rajput Executive Director	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0.00	13.20	13.20
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	0.37	0.37
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total (A)	0	13.57	13.57
	Ceiling as per the Act	N.A.	N.A.	N.A.

B. Remuneration to other directors:

(Amount in Rs.)

S. No	Particulars of Remuneration	Name of Directors				Total
		Mr. Prabhat Krishna	Mr. T R Khosla	Mr. P K Lamba	Ms Deepika Shergill	
1.	Independent Directors					
	• Fee for attending board committee meetings	65000	65000	65000	30000	225000
	• Commission	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (1)	65000	65000	65000	30000	225000
2.	Other Non-Executive Directors	Mr. K K Agarwal				
	• Fee for attending board committee meetings	40000	N.A.	N.A.	N.A.	40,000
	• Commission	N.A.	N.A.	N.A.	N.A.	N.A.
	Total (2)	40000	N.A.	N.A.	N.A.	40000
	Total (B)=(1+2)	105000	65000	65000	30000	265000
	Total Managerial Remuneration	105000	65000	65000	30000	265000
	Overall Ceiling as per the Act	N.A.	N.A.	N.A.	N.A.	N.A.

C. Remuneration to key managerial personnel other than MD/Manager/WTD
(Rs. in Lakh)

Particulars of Remuneration	Key Managerial Personnel		
	Company Secretary	CFO	Total
1. Gross salary			
(a) Salary as per provisions contained in section 17(1) Income-tax Act, 1961	8.00	16.96	24.96
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A.	N.A.	N.A.
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A.	N.A.	N.A.
2. Stock Option	N.A.	N.A.	N.A.
3. Sweat Equity	N.A.	N.A.	N.A.
4. Commission - as % of profit - others, specify...	N.A.	N.A.	N.A.
5. Others, please specify	N.A.	N.A.	N.A.
Total	8.00	16.96	24.96

VII. PENALTIES/PUNISHMENT/COMPOUNDING 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)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**

ANNEXURE-VII

[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 INDUSTRIES LIMITED**

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by ALPS Industries Limited (CIN NO. L51109UP1972PLC003544) (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 Industries Limited books, all statutory registers, 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 31st March, 2018 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 that all books, statutory registers, minute books, forms and returns filed and other records maintained by ALPS Industries Limited ("the company") for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) 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;
- (v) 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;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009
 - (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
- (vi) As per information provided by the management, the following laws as applicable specifically to the company :-
 - (a) Essential Commodities Act 1955 read with Hank Yarn Packing Notification 2003;
 - (b) Textile (Development & Regulation) Order, 2001;

(c) The Sick Industrial Companies Act, 1985- repealed on 25.11.2016 w.e.f. 01.12.2016

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.

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 during the audit period the company has the following 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:

During the year, the consent to the DRS interalia containing the restructuring scheme of the company which was partly implemented, has been revoked by by the lenders (having more than 83% of the secured debts of the company) who have earlier consented to the same and which was circulated by erstwhile Hon'ble BIFR. Company protested to the said revocation of consent being unjustified and beyond terms of scheme. Company has submitted a revised restructuring scheme with them (presently holding 93% of the total secured debt of the company) which is under consideration with them. Management is expected to get it approved.

For **D. K. Chawla & CO.**
Company Secretaries

Place : Delhi
Date: May 30, 2018

Dasvinder Kaur
CP.NO. 15232

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

**To,
The Members,
ALPS INDUSTRIES 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 efficacy or effectiveness with which the management has conducted the affairs of the company.

For DK Chawla & Co.
(Company Secretaries)

Dasvinder Kaur
CP.NO. 15232

Place: Delhi
Date: May 30, 2018

SUBSIDIARY COMPANIES AS ON MARCH 31, 2018.

STATEMENT PURSUANT TO SECTION 129 OF THE COMPANIES ACT, 2013 RELATING TO SUBSIDIARY COMPANIES:

S. No	Name of the Subsidiary Company	Alps USA Inc.	Alps Energy Private Limited
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2018	March 31, 2018 (Rs in Lac)
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	US\$ 65.0441	NA
3	Share capital	15 shares of no par value	22,59,990 of Rs. 10/- each
4	Reserves & surplus	USD (711500.19)	155.67
5	Total assets	USD 529000	156.34
6	Total Liabilities	USD 529000	156.34
7	Investments	USD 529000	-
8	Turnover	-	-
9	Profit before taxation	-	(0.09)
10	Provision for taxation	-	-
11	Profit after taxation	-	(0.09)
12	Proposed Dividend	N.A.	N.A.
13	Percentage of Holding (Equity)	100%	78.22 %*
14	Percentage of Holding (Preference)	Nil	Nil

- Names of subsidiaries which are yet to commence operations -**NIL**
- Names of subsidiaries which have been sold during the year. – M/s. Snowflakes Meditech Private Limited.
- *Due to implication of section 2(87) of the Companies Act, 2013, the percentage of holding have been increased because of consideration of holding of preference shares by another subsidiary i.e. Alps USA INC.

Part B : Associates and Joint Ventures – Not Applicable

For **R.K. Govil & Co..**
Chartered Accountants

For and on behalf of the Board

(**MANI GOYAL**)
Partner
Membership No. 421929
Firm Regn No. – 000748C

Sandeep Agarwal
Managing Director
DIN NO. 00139439

P.K. Rajput
Executive Director
DIN NO. 00597342

A.K. Singhal
President Corp. (F&A)

Ajay Gupta
Company Secretary

Place: **Ghaziabad**
Dated: **May 30, 2018**

Alps Industries Limited

Independent Auditor's Report

To The Members of Alps Industries Limited

Report on The Abridge Standalone Indian Accounting Standard (Ind AS) Financial Statements

1. The accompanying abridged standalone Ind AS financial statements of Alps Industries Limited (the "Company") comprise the abridged Balance Sheet as at March 31, 2018, the abridged Statement of Profit and Loss (including Other Comprehensive Income), abridged Cash Flow Statement and the Statement of Changes in Equity for the year then ended together with the related notes.
2. These abridged standalone Ind AS financial statements are prepared based on audited standalone Ind AS audited financial statements of the Company for the year ended March 31, 2018 prepared by the Company's Management in accordance with the Accounting Standards specified under section 133 of the Companies Act, 2013 (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and as covered by our attached report of even date to the Members of the company pursuant to section 143 of the Act, in which we have expressed a modified audit opinion
3. The abridged standalone financial statements do not contain all the disclosures required by the Accounting Standards specified under section 133 of the Companies Act, 2013 (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and Division II of schedule III to the Act, as applied in the preparation and presentation of the audited standalone Ind AS financial statements of the Company.

Reading the abridged standalone Ind AS financial statements is, therefore not a substitute for reading the audited standalone Ind AS financial statements of the Company.

Management's Responsibility for the Abridged Standalone Ind AS Financial Statements

4. The Company's Management is responsible for the preparation of the abridged standalone Ind AS financial statements in accordance with Rule 10 of the Companies (Accounts) Rules, 2014 (the "Rules").

The Company's Management (including Directors) are ultimately responsible for the designing, implementing and maintaining internal control relevant to the preparation and presentation of the abridged standalone Ind AS financial statements that are consistent with the audited standalone Ind AS financial statements and are free from material misstatement, whether due to fraud or error; and also includes appropriate interpretation and application of the relevant provisions of the Rules and the Act

5. The Company's Management (including Directors) are also responsible for ensuring that the Company complies with the requirements of the Rules.

Auditors' Responsibility

6. Our responsibility is to express an opinion on the abridged standalone Ind AS financial statements based on our examination and other procedures, which were carried out in accordance with Standard on Auditing (SA) 810, 'Engagements to Report on Summary Financial Statements', issued by the Institute of Chartered Accountants of India.

Opinion

7. In our opinion, the accompanying abridged standalone Ind AS financial statements, are consistent, in all material respects, with the audited standalone Ind AS financial statements of the Company as at and for the year ended March 31, 2018 prepared in accordance with Division II of Schedule III to the Act, and is covered by our attached report of even date to the Members of the Company pursuant to section 143 of the Act, and in accordance with the applicable Rules.

Other Matter

8. The abridged standalone IndAS financial statements for the year ended March 31, 2017 and the transition date opening Balance Sheet as at April 1, 2016 are based on the previously audited standalone financial statement prepared in accordance with the Companies (Accounting Standards), Rules, 2006 as adjusted for the differences in the accounting principles adopted by the company on transition to IndAs, which have been audited by us.

Our opinion on abridged standalone Ind AS financial statements is not modified in respect of the above said matters.

For R. K. GOVIL & CO.

Chartered Accountants
(Firm Registration No.000748C)

(Mani Goyal)

Partner
Membership No. 421929

Place: Ghaziabad

Dated: May 30, 2018

AUDITORS' REPORT

**To the Members of
ALPS INDUSTRIES LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **ALPS INDUSTRIES LIMITED** (the Company) which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act and other applicable authoritative pronouncements issued by Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Basis for Qualified Opinion

Refer to note no. 38 to the notes on accounts, the Company has not provided for its liability towards interest & part of principal loan, waived earlier, and impact of retained earnings in terms of draft rehabilitation scheme and now revoked by its consented lenders amounting to Rs. 124590.19 lakh, accordingly the loss for the year and loan liability would have been increased and shareholder's fund would have been reduced to that extent.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except, for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date

Emphasis of Matters

We draw attention to the following matters in the Notes to Financial Statements:

To note no 38 related to preparation of financial statement on going concern basis on the expectation of the company to get the necessary resolution for restructuring of debts and to meet its financial obligation and continuation of giving effect to earlier consented scheme.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

- 1) As required by Section 143 (3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018, from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note No. 37 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

For R. K. Govil & Co.
Chartered Accountants
(Firm Reg. No. : 000748C)

(Mani Goyal)
Partner
Membership No. : 421929

Place : Ghaziabad
Date : May 30, 2018

Annexure - A to Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2018, we report that:

- 1) (a) The Company has maintained proper records, showing full particulars including quantitative details and situation of its fixed assets.
- (b) As explained to us, the management has physically verified all the fixed assets during the year except the assets lying at erstwhile Jaspur and Kashipur unit which are not in its possession, in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company. We have been informed that no material discrepancies were noticed on such physical verification during the year.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (2) (a) The inventory has been physically verified during the year by the management in phased manner.
- (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As explained to us, the discrepancies noticed on physical verification as compared to book records were not material and have been dealt with in the books of account.
- (3) According to the information and explanation given to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register required to be maintained under section 189 of the Act. Accordingly paragraph 3 (iii) of the order is not applicable.
- (4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (5) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public.
- (6) We were informed that company has maintained cost records pursuant to Companies (Cost Records and Audit) Rules, 2014 as amended and prescribed by the Central Government under section 148(1) of the Companies Act, 2013 and we are of the opinion that prima facie, the prescribed cost records have been maintained. We have however not made a detailed examination of the records with a view to determine whether they are accurate and complete.
- (7) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities.
According to the information and explanations given to us, no undisputed amounts payable in respect of Income-tax, Service Tax, Sales-tax, Duty of Custom, Duty of Excise, Cess and other aforesaid statutory dues were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.
- (b) The disputed statutory dues aggregating to Rs 138.64 Lac as on 31st March, 2018 have not been deposited on account of matters pending before appropriate authorities are as under

Name of the Statute	Nature of Dues	Amount	Forum where Dispute is Pending
Nagar Nigam Act	Sewerage Tax	Rs. 7.29 Lac	Ld. Commisioner, Nagar Nigam, Gzb.
Commercial Tax Act	Commercial Tax	Rs.21.83 Lac	Ld. Addl. Commissioner, Gzb
Income Tax Act	Income Tax	Rs.109.52 Lakh	Ld. CIT (Appeals), Gzb

- (8) During the year the consent to the DRS interalia containing the restructuring of the debts of the company have been revoked by the consented secured lenders and demand raised for the dues outstanding in terms of their original sanctions. The company has protested to the said revocation and submitted a revised restructuring scheme which is pending consideration with them (refer note no. 38), we are unable to express any opinion about the default of Principal/Interest and period of default, if any.
- (9) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (10) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (11) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (14) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (15) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (16) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For R. K. Govil & Co.
Chartered Accountants
(Firm Reg. No. : 000748C)

(Mani Goyal)
Partner
Membership No. : 421929

Place : Ghaziabad
Date : May 30, 2018

ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of ALPS INDUSTRIES LIMITED (the Company) as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R. K. Govil & Co.
Chartered Accountants
(Firm Reg. No. : 000748C)

(Mani Goyal)
Partner
Membership No. : 421929

Place : Ghaziabad
Date : May 30, 2018

ALPS INDUSTRIES LTD.

ABRIDGED BALANCE SHEET AS AT MARCH 31, 2018

(Statement containing salient features of Balance Sheet as per section 136 (1) and Rule 10 of the companies (Accounts) Rules, 2014 of the Companies Act, 2013)

	AS AT 31.03.18 Rs.(in Lakh)	AS AT 31.03.17 Rs.(in Lakh)	AS AT 01.04.16 Rs.(in Lakh)
ASSETS			
Non-current assets			
Property, plant and equipment	31,832.81	35,458.58	41,207.26
Capital Work In Progress	0.60	453.89	-
Other Intangibles Assets	248.92	13.53	19.62
Intangible assets under Development	-	255.98	225.66
Financial assets			
Investments	727.49	953.35	953.30
Loans	436.44	596.55	606.56
Other Non- Current assets	1,319.08	1,336.70	1,184.92
	34,565.34	39,068.58	44,197.32
Current assets			
Inventories	3,313.37	6,978.88	11,114.52
Financial assets			
Investment	-	56.57	43.58
Trade receivables	3,021.60	4,049.18	8,257.06
Cash and cash equivalents	133.82	353.23	490.43
Other bank Balance	122.37	294.30	326.37
Other financial assets	50.18	53.14	61.04
Current tax Assets	112.83	139.81	151.44
Other current assets	904.23	777.37	1,007.46
	7,658.40	12,702.48	21,451.90
TOTAL ASSETS	42,223.74	51,771.06	65,649.22
EQUITY AND LIABILITIES			
Equity			
Share capital	3,911.41	3,911.41	3,911.41
Other equity	(41,446.44)	(29,899.10)	(19,129.08)
	(37,535.03)	(25,987.69)	(15,217.67)
Liabilities			
Non-current liabilities			
Financial Liability			
Borrowings	40,065.23	40,391.43	40,181.23
Provision	314.68	351.41	332.09
	40,379.91	40,742.84	40,513.32
Current liabilities			
Financial liabilities			
Borrowings	32,287.14	26,721.27	25,713.41
Trade Payables	1,969.56	3,658.66	9,050.21
Other financial liabilities	4,942.21	5,199.79	4,514.16
Other current liabilities	137.44	1,397.04	1,030.08
Provisions	42.51	39.15	45.71
	39,378.86	37,015.91	40,353.57
TOTAL LIABILITIES	79,758.77	77,758.75	80,866.89
TOTAL EQUITY AND LIABILITIES	42,223.74	51,771.06	65,649.22

The accompanying notes are an integral part of these Abridged financial statements.

Note: Complete Balance Sheet, Statement of Profit and Loss, Other Statement, and notes thereto prepared as per the requirement of division II of Schedule III to the Companies Act, 2013 are available at the Company's website at www.alpsindustries.com
Compiled from the Audited Standalone Ind AS financial statements of the Company referred to in our report dated May 30, 2018

As per our report of even date

For and on behalf of the Board

For R.K.Govil & Co.

Chartered Accountants

(Firm Registration No. 000748C)

Mani Goyal

Partner

Membership No. : 421929

Place : Ghaziabad

Date : May 30, 2018

A.K. Singhal

President (F&A)

Ajay Gupta

Company Secretary

Sandeep Agarwal
Managing Director

P.K. Rajput
Executive Director

ALPS INDUSTRIES LTD.

ABRIDGED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(Statement containing salient features of Profit and Loss as per section 136 (1) and Rule 10 of the companies (Accounts) Rules, 2014 of the Companies Act, 2013)

	Year Ended 31.03.18 Rs.(in Lakh)	Year Ended 31.03.17 Rs.(in Lakh)
Income		
Revenue from operations	36351.63	50,156.84
Other Income	710.27	444.19
Total Income	37,061.90	50,601.03
Expenses		
Cost of Material Consumed	23,802.61	31,335.29
Purchase of Stock-in-trade	-	4,105.69
Excise Duty	4.91	67.90
Change In Inventories	1,297.01	(284.71)
Employees benefit expenses	5,739.55	6,614.66
Finance costs	5,449.59	5,318.15
Depreciation	3,520.04	3,345.52
Impairment of Assets	-	2,366.33
Other expenses	8,837.27	11,084.75
Total Expense	48,650.97	63,953.58
Profit/(Loss) before exceptional items and tax	(11,589.07)	(13,352.55)
Add/(Less): Exceptional items	-	2,558.37
Profit/(Loss) before Tax	(11,589.07)	(10,794.18)
Less/(-Add): Tax expense	-	-
Profit/(Loss) for the period from continuing operations	(11,589.07)	(10,794.18)
Other comprehensive income	41.73	24.12
Total Comprehensive Income for the period	(11,547.34)	(10,770.06)
Earnings per equity share		
Basic	(29.62)	(27.59)

The accompanying notes are an integral part of these Abridged financial statements.

Compiled from the Audited Standalone Ind AS financial statements of the Company referred to in our report dated May 30, 2018

As per our report of even date
For R.K.Govil & Co.
Chartered Accountants
(Firm Registration No. 000748C)

Mani Goyal
Partner
Membership No. : 421929
Place : Ghaziabad
Date : May 30, 2018

A.K. Singhal
President (F&A)

Ajay Gupta
Company Secretary

For and on behalf of the Board

Sandeep Agarwal
Managing Director

P.K. Rajput
Executive Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

	Equity Share Capital (A)	OTHER EQUITY							Total equity attributable to equity holders of the Company (A)+(B)
		Reserve & Surplus					Equity Instrument through OCI	Total Other Equity (B)	
		Capital Reserve	Securities premium reserve	Equity component of Compound financial Instrument	General Reserve	Retained earnings			
Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
Balance as at April 1, 2016	3,911.41	290.00	16,668.93	2,232.01	7,999.30	(46,332.64)	13.32	(19,129.08)	(15,217.67)
Ind AS adjustments	-	-	-	-	-	0.04	-	0.04	0.04
Profit for the year 2016-17	-	-	-	-	-	(10,794.18)	24.12	(10,770.06)	(10,770.06)
Balance as at March 31, 2017	3,911.41	290.00	16,668.93	2,232.01	7,999.30	(57,126.78)	37.44	(29,899.10)	(25,987.69)
Ind AS adjustments	-	-	-	-	-	-	-	-	-
Profit for the year 2017-18	-	-	-	-	-	(11,589.07)	41.73	(11,547.34)	(11,547.34)
Balance as at March 31, 2018	3,911.41	290.00	16,668.93	2,232.01	7,999.30	(68,715.85)	79.17	(41,446.44)	(37,535.03)

The accompanying notes are an integral part of these abridged financial statements

As per our report of even date

For R.K.Govil & Co.

Chartered Accountants

(Firm Registration No. 000748C)

Mani Goyal

Partner

Membership No. : 421929

Place : Ghaziabad

Date : May 30, 2018

A.K. Singhal
President (F&A)

Ajay Gupta
Company Secretary

For and on behalf of the Board

Sandeep Agarwal
Managing Director

P.K. Rajput
Executive Director

ABRIDGED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Year Ended 31.03.2018

Year Ended 31.03.2017

Rs.(in Lakh)

(A) CASH FLOW FROM OPERATING ACTIVITIES

Net Cash Generated by Operating Activities	4,655.69	5,616.85
Net Cash from/ (used in) Investing Activities	740.58	(656.11)
Net Cash from/ (used in) Financing Activities	(5,615.68)	(5,097.94)
Net Increase(Decrease) in Cash & Cash Equivalents	(219.41)	(137.20)
Opening Balance of Cash and Cash Equivalents	353.23	490.43
Closing Balance of Cash and Cash Equivalents (refer note 9)	133.82	353.23

The accompanying notes are an integral part of these Abridged financial statements.

Compiled from the Audited Standalone Ind AS financial statements of the Company referred to in our report dated May 30, 2018

As per our report of even date

For R.K.Govil & Co.

Chartered Accountants

(Firm Registration No. 000748C)

Mani Goyal

Partner

Membership No. : 421929

Place : Ghaziabad

Date : May 30, 2018

A.K. Singhal
President (F&A)

Ajay Gupta
Company Secretary

For and on behalf of the Board

Sandeep Agarwal
Managing Director

P.K. Rajput
Executive Director

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

Notes to the Abridged standalone financial statements as of and for the year ended March 31, 2018

1. Corporate Information

Alps Industries Limited (the Company) having CIN: L51109UP1972PLC003544 is a public company domiciled in India and incorporated under the provisions of Companies Act, 1956. Its shares are listed on the Bombay Stock Exchange and National Stock Exchange. The Company is engaged into Textile business.

2. Basis of Preparation and Significant Accounting Policies**2.1) Basis of preparation of financial statements****(a) Statement of Compliance with Ind AS**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (the Act), (Ind AS compliant Schedule III), as applicable to the Company. The Company adopted Ind AS from April 01, 2017.

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standard notified under the Companies (Accounting Standards) Rules, 2006. These are the Company's first Ind AS financial statements with transition date of April 01, 2016.

The Company has adopted all Ind AS standards and the adoption was carried out in accordance with Ind AS 101 'First Time Adoption of Indian Accounting Standards' issued by Ministry of corporate affairs. The Company has presented a reconciliation (from previous GAAP to Ind AS) of total equity as at April 01, 2016, March 31, 2017 and Statement of Profit and Loss for the year ended March 31, 2017.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Functional and presentation currency

These financial statements are presented in Indian rupees (Rs.), which is the Company's functional currency.

(c) Basis of Measurement

The financial statements are prepared as a going concern basis under historical cost convention basis except for certain items which are measured at fair values.

Determining the Fair Value

While measuring the Fair Value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a Fair Value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient then the same has been valued at Rs. 1/- per share.

(d) Use of Estimate

The preparation of financial statements in conformity with the Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of the contingent asset and contingent liability at the date of the financial statements and reported amount of income and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from the estimates. Appropriate changes in estimate are made as the management becomes aware of the change in circumstances surrounding the estimates. Changes in the estimates are reflected in the financial statements in the period in which the changes are made and, if material, their effects are disclosed in the notes to financial statements.

(e) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements issued by the Ministry of Corporate Affairs based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

B) Recent accounting pronouncement

Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted.

C) Significant accounting policies**(a) Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost of acquisition or construction, net of Input tax credit available, less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of Property, Plant and Equipment recognised as at April 1, 2016 measured as per the previous GAAP. Cost directly attributable to acquisition are capitalised until the Property, Plant and Equipment are ready for use as intended by the management.

Property, Plant and Equipment are derecognised from financial statements, either on disposal or when no economic benefits are expected from its use. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the Property, Plant and Equipment and the resultant gains or losses are recognized in the Statement of Profit and Loss.

Depreciation on Property, Plant and Equipment commences when these assets are ready for their intended use. Items of Property, Plant and Equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of these assets, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Depreciation on Property, Plant and Equipment purchased or sold during the year is proportionately charged.

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018**(b) Intangible Assets**

Intangible Assets are stated at cost of acquisition less accumulated amortisation. Specialized Software is amortised over an estimated useful period of five year. Amortisation is done on straight line basis.

(c) Impairment of non financial assets

Property, Plant and Equipment are evaluated for recoverability, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

(d) Inventories

- (i) Inventories are valued at lower of cost or net realisable value except for scrap and by-products which are valued at net realisable value.
- (ii) Cost of inventories of finished goods and work-in-process includes material cost, cost of conversion and other related overhead costs.
- (iii) Cost of inventory of cotton is determined on weighted Average Cost Basis and other raw material on FIFO basis.

(e) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the Company commits to purchase or sell the asset.

Financial Assets:

Recognition: Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the Company becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a.) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

- (b.) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.
- (c.) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

In case of investment in equity shares

- a) For subsidiaries, associates and joint ventures: Investments in equity instruments are measured at fair value and considered as deemed cost. The value is tested for impairment on periodical basis. Provision for diminution in long term investments is made only if such decline is other than temporary.
- b) For other than subsidiaries, associates and joint ventures: Investments in equity instruments are measured at FVTOCI where "Available for Sale and at FVTPL where "Held for Trade".

Other:

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc., are classified at cost.

Impairment: The Company assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since its initial recognition.

Reclassification: When and only when the business model is changed, the Company shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition: Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- (a.) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- (b.) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Financial Liabilities

Initial and subsequent recognition: Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

De-recognition: Financial liabilities are derecognised when the liability is extinguished, that is, when the contractual obligation in respect of the liabilities is discharged, cancelled and settled on expiry by the Company.

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018**Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Equity Instruments

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

(f) Government Grants

Government grants are recognised when there is reasonable assurance that the grant will be received, and the company will comply with the conditions attached to the grant. Accordingly, government grants:

- (a.) related to or used for assets are accounted for and deducted from the respective assets in the year of receipt.
- (b.) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c.) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

(g) Claims, Provisions, Contingent assets and Liabilities:

Claims lodged by and lodged against the Company are accounted in the year of payment or settlement thereof.

Provisions are recognised when, as a result of a past event, the Company has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is the best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Contingent liabilities are not recognised but are disclosed by way of notes to the financial statements, after careful evaluation by the management of the facts and legal aspects of each matter involved.

Contingent assets are neither recognised nor disclosed in the financial statements.

Contingent liabilities are assessed continually to determine whether an outflow of resources embodying the economic benefit has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as contingent liability, a provision is recognised in the financial statements of the period in which the change in probability occurs.

(h) Recognition of revenue and expenditure

- (i) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable. Revenue represents the net invoice value of goods and services provided to third parties after deducting discounts, volume rebates, outgoing taxes.

Revenue is recognised usually when all significant risks and rewards of ownership of the asset sold are transferred to the customer and the commodity has been delivered to the shipping agent. Revenue from sale of material by-products are included in revenue.

- (ii) Interest and dividend income

Interest income is recognised using Effective Interest Method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of financial instruments or a shorter period, where appropriate, to the gross carrying amount of the asset or to the amortised cost of financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit loss.

Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018**(i) Borrowing Cost**

Borrowing Cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets upto the date when such assets are ready for intended use. Other borrowing costs are charged as expense in the year in which they are incurred.

(j) Employee benefits

Benefits such as salaries, wages and short term compensations etc. is recognized in the period in which the employee renders the related services.

The Company makes contributions to defined benefit schemes and defined contribution plans. Provident Fund contributions are in the nature of defined contribution scheme. Provident funds are deposited with government and recognised as an expense. The Company also make contribution to defined benefit plan i.e. gratuity plan. The cost of providing benefits under the defined benefit obligation is calculated by independent actuary using the projected unit credit method. Service costs and net interest expense or income is reflected in the Statement of Profit and Loss. Gain or Loss on account of re-measurements are recognised immediately through other comprehensive income in the period in which they occur.

The employees of the Company are entitled to compensated leave for which the Company records the liability based on actuarial valuation computed using projected unit credit method. These benefits are unfunded.

(k) Taxes on income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

(l) Foreign currency transactions and translation

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.

Monetary items denominated in foreign currencies at the yearend are restated at year end rates. In case of monetary items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts has been recognised over the life of the contract. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

Non-monetary foreign currency items are carried at cost.

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018**(m) Prior period errors**

Prior Period Errors have been corrected retrospectively in the financial statements. Retrospective application means that the correction affects only prior period comparative figures, current period amounts are unaffected. Comparative amounts of each prior period presented which contain errors are restated. If however, an error relates to a reporting period that is before the earliest prior period presented, then the opening balances of assets, liabilities and equity of the earliest prior period presented has been restated by following IAS 8.

(n) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also, the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(o) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Amendment to Ind AS-7

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the financial statements.

(p) Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

Basic & Diluted Earnings Per Share

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Profit/(Loss) for the Year before Preference Dividend and attributable tax thereon (Rs. in Lakh)	(11589.07)	(10794.18)
Weighted average number of equity shares outstanding during the year - (B)	39114100	39114100
Nominal value of equity shares (Rs.)	10.00	10.00
Basic Earnings per share (Rs.)	(29.62)	(27.59)
Diluted Earnings per share (Rs.)	-	-

Note : As per the restructuring scheme being part of DRS which was consented by secured lenders (representing more than 83% of total outstanding secured debts of the company) and presented before erstwhile Hon'ble BIFR, the company is under an obligation to issue fresh equity to the tune of Rs. 26.78 crore (approx.) to its lenders upon its sanction.

Earnings in Foreign Exchange

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
F.O.B. Value of Exports	11668.61	13294.39

Value of consumption of Raw Materials & Stores imported & indigenous and % of each to total consumption:

Particulars	For the year ended 31 st March 18	% of consumption	For the year ended 31 st March 17	% of consumption
Raw Material				
Imported	953.31	4.91%	1494.09	4.76%
Indigenous	22849.30	95.99%	29841.20	95.24%
Total	23802.61	100.00%	31335.29	100.00%
Stores				
Imported	169.59	22.30%	160.55	13.96%
Indigenous	591.03	77.70%	989.77	86.04%
Total	760.62	100.00%	1150.32	100.00%

C.I.F. Value of Imports

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Raw Materials	877.78	1179.21
Capital Goods	9.18	61.27
Components & Spare Parts	172.96	361.65

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

Payment to Auditors

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
a. Audit Fee	14.00	16.12
b. Other Services	16.87	2.88

Expenditure in Foreign Currency

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Foreign Travels	28.30	52.21
Others	332.78	370.08

Related Party Transactions

The members of the Board are interested in the following entities, covered under the Related Party Transactions, but there were no material transactions entered into with any of these entities. However the details of transactions with them are given below:

Name of related parties and description of relationship as required by AS-18:-

i	a. Subsidiary	: Alps Energy Pvt. Ltd.
	b. Wholly owned Subsidiary	: Alps USA INC.
	c. Entities Controlled by subsidiaries, KMP and their relatives	: Alps Processors Private Limited : Careen Fintec (P) Ltd : Coronation Spinning India (P) Ltd : Pacific Texmark Pvt. Ltd. : Padam Precision Dies & Component Pvt. Ltd : Peek Finvest (P) Ltd : Perfect Finmen Services (P) Ltd : Roseate Finevest Pvt.Ltd. : Saurabh Floriculture (P) Ltd : Supreme Finvest Pvt. Ltd : Aspen Enterprises : Peek Texfab Limited : Atsiv Fabric Pvt. Ltd.
ii	Key Management Personnel Non-Executive Chairman Managing Director Executive Director (WTD) President Accounts and Finance Company Secretary	a. Mr. K.K Agarwal b. Mr. Sandeep Agarwal c. Mr. P.K. Rajput d. Mr. Ashok Kumar Singhal e. Mr. Ajay Gupta
iii	Relatives of Key Management Personnel	a. Mrs. Sanyog Agarwal b. Mrs. Nidhi Agarwal c. Mrs. Indu Singhal

ALPS INDUSTRIES LTD.

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

Transactions with Related Parties for the year ended 31st March 2018 are as follows:

Rs.(in Lakh)

Nature of Transaction	Subsidiary		Wholly owned Subsidiary	Entities Controlled by subsidiaries, KMP and their relatives				Remuneration to Directors / Relatives
	Alps Energy Pvt. Ltd	Snowflakes Meditech Pvt. Ltd	Alps USA Inc.	Alps Processors Pvt.Ltd	Pacific Texmark Pvt. Ltd	Aspen Enterprises	Peek Textfab Ltd.	
a. Sale of Goods	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	43.16 (2635.24)	NIL (NIL)	-
b. Rent Paid	NIL (NIL)	1.20 (2.40)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	10.80 (10.80)	-
c. Interest Paid	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	-
d. Interest Received	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	-
e. Advance/Loans taken	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	-
f. Repayment of Advance /Loans	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	-
g. Sitting fee to KMP								
-Non-Executive Chairman	-	-	-	-	-	-	-	0.40
	-	-	-	-	-	-	-	(0.40)
Remuneration to KMP								
- Managing Director	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	(212.05)
- Executive Director(WTD)	-	-	-	-	-	-	-	13.57
	-	-	-	-	-	-	-	(13.92)
- President Account and Finance	-	-	-	-	-	-	-	16.96
	-	-	-	-	-	-	-	(15.86)
- Company Secretary	-	-	-	-	-	-	-	8.00
	-	-	-	-	-	-	-	(7.20)
h. Salary to relative of KMP								
- Mrs. Sayong Agarwal	-	-	-	-	-	-	-	8.00
- Mrs Nidhi Agarwal	-	-	-	-	-	-	-	(8.00)
- Mrs. Indu Singhal	-	-	-	-	-	-	-	-
i. Balance at the yearend (cr.)	89.75 (89.75)	- (28.64)	NIL NIL	NIL NIL	NIL NIL	28.49 (265.59)	NIL NIL	-
j. Balance at the yearend (dr.)	NIL NIL	NIL NIL	6.61 (6.61)	NIL NIL	NIL NIL	NIL NIL	NIL NIL	-

Note :- The figure shown in brackets are the corresponding figure of previous financial year.

The Board Of Directors considered and reviewed the requirement of presenting the financial results under segment reporting in terms of the Ind AS, and is of the opinion that henceforth, instead of presenting the results into Product Stage Wise viz. Yarn, Home Furnishing & Fashion Accessories and Architectural Products of 'Textile Segment', aggregate the same into one reportable segment only i.e. Textile Segment.

Geographical Segments

Rs.(in Lakh)

Particulars	SEGMENTS				Total	
	Domestic		Export			
	For the Year ended 31 st March 18	For the Year ended 31 st March 17	For the Year ended 31 st March 18	For the Year ended 31 st March 17	For the Year ended 31 st March 18	For the Year ended 31 st March 17
Segment Revenue	24139.15	36446.23	12212.48	13810.61	36351.63	50156.84

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

Contingent Liabilities and Commitments

A) Contingent liability exists in respect of:

Particulars	As at	Rs.(in Lakh) As at
	31.03.2018	31.03.2017
a) Guarantees issued by banks on behalf of company.	122.37	251.70
b) Claims against the company not acknowledged as debts	1434.50	1321.18
c) Other Claims against the company not acknowledged as debt :(detailed as under):	36429.55	36370.59
(i) Kotak Mahindra Bank Limited (KMBL) filed an Original Application (O.A.) before Hon'ble Debt Recovery Tribunal, Mumbai (DRT) for recovery of its claim amounting to Rs. 601.11 Lakh (P.Y. Rs. 601.11 Lakh) in respect of certain foreign currency derivative transactions which were disputed being per se illegal as not within the regulatory permission of RBI and were entered into by the company on the basis of incomplete disclosures and details thus falls in the category of mis-selling by the bank to the company. Hon'ble DRT vide an interim order has restrained the company to sale of its certain Fixed Assets. Hon'ble Debt Recovery Appellate Tribunal (DRAT) Mumbai, on Appeal of the company, has directed to return the said OA and set aside the said restrained order passed by the Hon'ble DRT for want of Jurisdiction of DRT, Mumbai. The Hon'ble Bombay High Court vide an interim order in the writ filed by KMBL against the order of Hon'ble DRAT has stayed the order of Hon'ble DRAT & restored the operation of restrain order passed by Hon'ble DRT and also stayed the proceedings before Hon'ble DRT till further order. The said writ still under consideration of Hon'ble Bombay High Court. Besides this, Kotak Mahindra Bank had also filed a winding up petition before the Allahabad High Court for the said claims wherein also Company consented. kotak Bank has further raised another claim of Rs. 1435 Lakh (P.Y. Rs. 1435 Lakh) in respect of these foreign currency derivative transactions. On the basis of legal opinion, the company has not admitted these claims of bank against these transactions and filed a suit in the competent civil court of law for declaring these derivative transactions as void ab initio being illegal where the same is still pending adjudication. An appeal filed by the company against the order passed by the Hon'ble Civil Court in the matter of withdrawing its earlier order directing to maintain the status quo as regards the recovery proceedings is also pending adjudication before Hon'ble Allahabad High Court. In view of above facts, no provision against these transactions is considered necessary.		
(ii) DBS Bank Ltd. has raised claims amounting to US\$ 91.09 Lakh & Rs. 667.39 Lakh (totaling to Rs. 6592.26 Lakh, approx) (P.Y. totaling to Rs. 6574.15 Lakh approx) against the Company in respect of certain foreign currency derivative transactions which were disputed being per se illegal as not within the regulatory permission of RBI and were entered into by the company on the basis of incomplete disclosures and details thus falls in the category of mis-selling by the bank to the company. On the basis of legal opinion, the company has not admitted the claims of bank & filed a suit in the competent civil court of law for declaring these transactions as void ab anitio being illegal who has issued an interim order for maintenance of status quo with regards to recovery towards these transactions. The interim order is still continuing and the matter is still pending adjudication. A revision filed by bank against the status-quo order passed by Hon'ble Civil Court is also pending adjudication before Hon'ble Allahabad High Court. In view of above facts, no provision against these transactions is considered necessary.		
(iii) Merrill Lynch Capital Services Inc. raised a claim of US\$ 195.80 Lakh (Rs. 12735.59 Lakh approx.) (P.Y. Rs. 12695.36 Lakh approx.) against the company in respect of an alleged corporate guarantee of US\$ 100 Lakh (Rs.6504.41 Lakh approx.) (P.Y. Rs. 6483.86 Lakh approx.) alleged to be given by the company for one of its subsidiary company M/s Alps USA Inc. These claims relate to derivative transactions and corporate guarantee thereof which were disputed being per se illegal as not within the regulatory permission of RBI and were entered into by the company on the basis of incomplete disclosures and details thus falls in the category of mis-selling by the bank to the company. RBI has also refused to take on record the said corporate guarantee. Based on legal opinion, the company has not admitted said claim and filed a suit in the competent civil court of law. An Appeal filed by the company against the order passed by Hon'ble Civil Court in the matter of withdrawing its jurisdiction and earlier order directing to maintain the status quo as regards the recovery proceedings is pending adjudication before Hon'ble Allahabad High Court. In view of above facts, no provision against above claim is considered necessary.		
(iv) Workers of Kashipur and Jaspur units have filed cases before the Industrial Tribunal/Labour Court, Haldwani, Uttarakhand U/s 33C(2) of the Industrial Dispute Act 1947 claiming total amount of Rs. 15064.97 Lakh, in respect of their alleged dues towards wages, retirement benefit etc. as per Hon'ble Court's Notice dated 4th May 2013 received by the company, which is being contested. The Liability, if any, will be accounted for as and when the matter is finally decided.		

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

B) Commitments:-

	Rs.(in Lakh)	
	31.03.2018	31.03.2017
i) Estimated amount of capital contracts remaining to be executed not provided for:	236.60	1130.20
ii) Arrears of preferential dividend	7151.61	6099.50

During the year, the lenders having more than 83% of the secured debts of the company revoked their consent to the DRS/settlement circulated by erstwhile Hon'ble BIFR, interalia containing the restructuring of the debts of the company, which was partly implemented. Company has protested to the said revocation of consent being unjustified and beyond terms of scheme. Company has submitted a revised restructuring scheme with Edelweiss Assets Reconstruction Company Ltd., (presently holding 93% of the total secured debt of the company), which is under consideration with them. Management expect to get it approved and would be able to meet its financial obligations. Accordingly the financial statements have been prepared on going concern basis and company continues to give effect to the earlier consented restructuring scheme in these accounts. The impact, if any, of the revised restructuring scheme which is under consideration, will be given effect in the financial statements of the year of final settlement with lenders. Hence no provision considered necessary in these accounts towards interest on entire secured loans & part of principal secured loan, waived earlier, and impact on retained earnings thereon totaling to Rs. 124590.19 lakh as per provisions of earlier consented scheme.

With regard to Impairment of assets, on assessment, no impairment loss has been ascertained as on 31.3.2018.

Deferred Tax adjustments resulting from items of timing differences have been measured using the rates and tax laws enacted or substantially enacted as on 31.03.18 and the same results into the Deferred Tax Assets (net), which has not been recognized due to uncertainty of sufficient taxable income in future within reasonable period.

There is no amount outstanding on account of unclaimed dividend as on date, as per Section 124 of the Companies Act, 2013.

The balances of Trade Receivable, loans and advances and Trade payable are subject to confirmation, reconciliation and consequential adjustment, if any, which in the opinion of the management will not be material.

Sales are net of Rebate & Discounts amounting to Rs.418.81 Lakh (Previous Year Rs. 684.89 Lakh).

Employee Benefits

The company has classified the various benefits provided to employees as under:

1 Defined contribution plans :

The Company has recognised the following amounts in the Statement of Profit and Loss:

Particulars	Rs.(in Lakh)	
	For the year ended 31 st March 18	For the year ended 31 st March 17
Employers contribution to Provident Fund and Employee's State Insurance Corporation	250.01	217.07

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

2. Defined Benefit plans

I. Gratuity

II. Earned leave

In accordance with the Ind AS 19, actuarial valuation was done in respect of the aforesaid defined benefit plans and details of the same are given below:

Rs.(in Lakh)

Particulars	Gratuity (Non-funded)		Earned Leave (Non-funded)	
	For the Year ended 31 st March 18	For the Year ended 31 st March 17	For the Year ended 31 st March 18	For the Year ended 31 st March 16
Discount Rate (per annum)	7.70%	7.50%	7.70%	7.50%
Future Salary Increase	5.00%	5.00%	5.00%	5.00%
In Service Mortality	Std of LIC (2006-08)	Std of LIC (2006-08)	Std of LIC (2006-08)	Std of LIC (2006-08)
Retiring Age	58 years	58 years	58 years	58 years
Withdrawal Rates:				
Up to 30 years	3%	3%	3%	3%
Up to 44 years	2%	2%	2%	2%
Above 44 years	1%	1%	1%	1%
I. Expenses recognized in Statement of Profit & Loss				
Current Service Cost	47.96	56.33	20.43	29.26
Past Service Cost - Vested	3.96	Nil	Nil	Nil
Interest Cost	21.13	21.01	8.16	7.32
Net Actuarial (Gain)/ Loss recognized in the year	(41.60)	(11.07)	(23.27)	(7.29)
Total Expenses	31.45	66.27	5.32	29.29
II. Net Assets /(Liability) recognized in the Balance Sheet				
Present value of the Defined Benefit obligation	264.82	281.73	92.37	108.83
Fund Status (Deficit)	(264.82)	(281.73)	(92.37)	(108.83)
Net assets/ (Liability)	(264.82)	(281.73)	(92.37)	(108.83)
III. Change in present value of obligation				
Present Value of obligation as at the beginning of the period	281.73	280.19	108.82	97.61
Interest Cost	21.13	21.01	8.16	7.32
Past Service Cost - Vested	3.96	Nil	Nil	Nil
Current Service Cost	47.96	56.33	20.42	29.26
Benefits Paid	(48.36)	(64.73)	(21.77)	(18.07)
Actuarial (gains)/ Loss on obligation	41.60	11.07	(23.26)	(7.29)
Present Value of obligation as at the end of the period	264.82	281.73	92.37	108.83

Directors Remuneration

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Salary	13.20	225.25
Perquisites	0.37	0.72
Total	13.57	225.97

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

Particulars of Raw Material Consumption

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Cotton	16215.73	20411.82
Yarn	2359.55	4066.11
Fabric	3611.83	4354.84
Others	1615.51	2502.52
Total	23802.61	31335.29

Details of Purchases of Stock-in-Trade

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Yarn	-	57.60
Fabric	-	4012.93
Others	-	35.15
Total	-	4105.68

Inventories (Work-in-Progress)

Rs.(in Lakh)

Particulars	As at 31 st March 18	As at 31 st March 17
Cotton / Fiber	304.25	387.95
Yarn	-	107.43
Fabric / Made up	135.23	85.99
Others	-	25.43
Total	439.48	606.80

Inventories (Finished Goods)

Rs.(in Lakh)

Particulars	As at 31 st March 18	As at 31 st March 17
Yarn	313.49	1040.47
Fabric / Made up	454.59	857.29
Total	768.08	1897.76

First time adoption of Ind AS

The Company has prepared financial statements, which comply with Ind-AS, applicable for periods ending on or after March 31, 2018, together with the comparative year data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, date of transition to Ind AS

(A) Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS:

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

- (i) **Property, Plant and Equipment:** Ind-AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its Property, Plant and Equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Company has elected to measure all of its Property, Plant and Equipment at their previous GAAP carrying value.
- (ii) **Investment in subsidiaries:** Ind-AS 27 requires investments in subsidiaries to be recorded at cost or in accordance with Ind-AS 109 in its separate financial statements. However Ind-AS 101 provides an option in case the Company decides to measure such investment at cost (determined in accordance with Ind-AS 27) or deemed cost (fair value or previous GAAP carrying amount) at that date. The Company has availed the above exemption and recognize the investment in subsidiaries at cost.
- (iii) **Estimates:** The Company estimates in accordance with Ind ASs at the date of transition to Ind AS are consistent with estimates made for the same date in accordance with previous GAAP.

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018
B Financial reconciliation
(i) Reconciliation of equity as previously reported under IGAAP to Ind-AS

PARTICULARS	Opening Balance Sheet as at April 1, 2016			Balance Sheet as at March 31, 2017		
	IGAAP	Effect of transition to Ind-AS	Ind-AS	IGAAP	Effect of transition to Ind-AS	Ind-AS
ASSETS						
Non-current assets						
Property, plant and equipment	42331.07	(1123.81)	41207.26	36507.05	(1111.47)	35458.58
Capital Work In Progress	-	-	-	453.89	-	453.89
Other Intangibles Assets	19.63	(0.01)	19.62	13.53	-	13.53
Intangible assets under Development	225.66	-	225.66	255.98	-	255.98
Financial assets						
Investments	958.56	(5.26)	953.30	958.56	(5.20)	953.35
Loans	680.01	(73.45)	606.56	834.12	(237.57)	596.55
Other Non- Current assets		1184.92	1184.92		1336.70	1336.70
	44214.93	(17.61)	44197.32	39086.13	(17.54)	39068.58
Current assets						
Inventories	11115.61	(1.09)	11114.52	6978.88	-	6978.88
Financial assets						
Investment	25.00	18.58	43.58	25.00	31.57	56.57
Trade receivables	8257.06	-	8257.06	4049.18	-	4049.18
Cash and cash equivalents	490.43	-	490.43	353.23	-	353.23
Other bank Balance	326.37	-	326.37	294.30	-	294.30
Other financial assets	662.15	(601.11)	61.04	538.72	(485.58)	53.14
Current tax Assets	-	151.44	151.44		139.81	139.81
Other current assets	551.52	455.94	1007.46	419.24	358.11	777.37
	21428.14	23.75	21451.90	12658.55	43.91	12702.48
Total Assets	65643.07	6.14	65649.22	51744.68	26.37	51771.06
Equity And Liabilities						
Equity						
Share capital	30704.31	(26792.90)	3911.41	30704.31	(26792.90)	3911.41
Other equity	(68700.99)	49571.90	(19129.08)	(72663.35)	42764.23	(29899.10)
Total Equity	(37996.68)	22779.00	(15217.67)	(41959.04)	15971.33	(25987.69)
Non Current Liabilities						
Financial Liability						
Borrowings	83146.35	(42965.12)	40181.23	78199.73	(37808.30)	40391.43
Provision	332.09	-	332.09	351.41	-	351.41
	83478.44	(42965.12)	40513.32	78551.14	(37808.30)	40742.84
Current Liabilities						
Financial liabilities						
Borrowings	111.17	25602.24	25713.41	-	26721.27	26721.27
Trade Payables	9045.74	4.47	9050.21	3658.65		3658.66
Other financial liabilities	-	4514.16	4514.16	-	5199.31	5199.79
Other current liabilities	10958.69	(9928.61)	1030.08	10667.26	(9270.22)	1397.04
Provisions	45.71	-	45.71	39.15	-	39.15
	20161.31	20192.26	40353.57	15152.58	21863.34	37015.92
Total Liability	103639.75	(22772.86)	80866.89	93703.72	59671.64	77758.75
Total Equity and Liability	65643.07	6.14	65649.22	51744.68	26.37	51771.06

Notes to the Abridged Financial Statements as of and for the year ended March 31, 2018

(ii) Reconciliation of Statement of Profit and Loss as previously reported under IGAAP to Ind-AS

Rs.(in Lakh)

Particulars	Year ended March 31, 2017		
	IGAAP	Effect of transition to Ind-AS	Ind-AS
INCOMES			
Revenue from operations	50156.84	-	50156.84
Other income	444.19	-	444.19
Total income	50601.03	-	50601.03
EXPENSES			
Cost of Material Consumed	31335.29	-	31335.29
Purchase of Stock-in-trade	41506.69	-	41506.69
Excise Duty	67.90	-	67.90
Change In Inventories	(284.71)	-	(284.71)
Employees benefit Expenses	6603.60	11.06	6614.66
Finance costs	7.57	5310.58	5318.15
Depreciation	3357.87	(12.35)	3345.52
Imparement of Assets	2366.33	-	2366.33
Other expenses	11072.38	12.37	11084.75
Total expenses	58631.92	5321.66	63953.58
Profit before exceptional items and tax	(8030.89)	(5321.66)	(13352.55)
Add/(Less): Exceptional items	2558.37	-	2558.37
Profit before tax	(5472.52)	(5321.66)	(10794.18)
Less/(-Add) : Tax expenses			
- Current taxes			
- Deferred taxes			
Profit after tax	(5472.52)	(5321.66)	(10794.18)
Other comprehensive income	-	24.12	24.12
Total Comprehensive Income	(5472.52)	(5297.54)	(10770.06)

(C.) Notes on first time adoption of IND AS:

1. Property, Plant and Equipment

As on the transition date to Ind AS, i.e., April 1, 2016, the Company has elected to measure its tangible assets at cost as per Ind AS. The same are considered as deemed cost.

2. Investment

For subsidiaries: Investments in equity instruments are measured at cost.

3. Employee benefits

Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability / asset which is recognised in OCI. Consequently, the tax effect of the same has also been recognised in OCI instead of Statement of Profit and Loss.

The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

As per our report of even date

For R.K.Govil & Co.

Chartered Accountants

(Firm Registration No. 000748C)

Mani Goyal

Partner

Membership No. : 421929

Place : Ghaziabad

Date : May 30, 2018

A.K. Singhal
President (F&A)

Ajay Gupta
Company Secretary

For and on behalf of the Board

Sandeep Agarwal
Managing Director

P.K. Rajput
Executive Director

ABRIDGED CONSOLIDATED FINANCIAL STATEMENT

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CONSOLIDATED ABRIDGED AUDITORS' REPORT

**To the Members of
ALPS INDUSTRIES LIMITED**

Report on the abridged consolidated Indian Accounting Standards (Ind AS) financial statements

1. The accompanying abridged consolidated Ind AS financial statements of Alps Industries Limited ("hereinafter referred to as the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") comprising of the abridged consolidated balance sheet as at March 31, 2018, the abridged consolidated Statement of Profit and Loss (including Other Comprehensive Income), abridged consolidated Cash Flow Statement and the Statement of Changes in Equity for the year then ended together with the related notes.
2. These abridged consolidated Ind AS financial statements are prepared based on audited consolidated Ind AS financial statements of the Group for the year ended March 31, 2018 prepared by the Company's Management in accordance with the Accounting Standards specified under section 133 of the Companies Act, 2013 (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and as covered by our attached report of even date to the Members of the group pursuant to section 143 of the Act, in which we have expressed an modified audit opinion.
3. The abridged consolidated Ind AS financial statements do not contain all the disclosures required by the Accounting Standards specified under section 133 of the Companies Act, 2013 (the "Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and Division II of schedule III to the Act, as applied in the preparation and presentation of the audited consolidated Ind AS financial statements of the Group.

Reading the abridged consolidated Ind AS financial statements is, therefore, not a substitute for reading the audited consolidated Ind AS financial statements of the Group.

4. Management's Responsibility for the Abridged Consolidated Ind AS Financial Statements

The Group Management is responsible for the preparation of the abridged consolidated Ind AS financial statements in accordance with Rule 10 of the Companies (Accounts) Rules, 2014 (the "Rules").

The Group Management (including Directors) are ultimately responsible for the designing, implementing and maintaining internal control relevant to the preparation and presentation of the abridged consolidated Ind AS financial statements that are consistent with the audited consolidated Ind AS financial statements and are free from material misstatement, whether due to fraud or error; and also includes appropriate interpretation and application of the relevant provisions of the Rules and the Act.

5. The Group Management (including directors) are also responsible for ensuring that the Holding Company complies with the requirements of the Rules.

6. Auditors' Responsibility

Our responsibility is to express an opinion on the abridged consolidated Ind AS financial statements based on our examination and other procedures, which were carried out in accordance with Standard on Auditing (SA) 810, 'Engagements to Report on Summary Financial Statements', issued by the Institute of Chartered Accountants of India.

7. Opinion

In our opinion, the accompanying abridged consolidated Ind AS financial statements are consistent, in all material respects, with the audited consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2018 prepared in accordance with Division II of Schedule III to the Act, and is covered by our attached report of even date to the Members of the Company pursuant to section 143 of the Act, and in accordance with the applicable Rules.

8. Other Matter

The Ind AS financial statements of subsidiary (Alps Energy Pvt. Ltd.) included in the abridged consolidated Ind AS financial statements, which constitute total assets of Rs. 156.34 Lakh as at March 31, 2018, total revenue of Rs. 7.59 Lakh and net loss of Rs. 0.09 lakh for the year then ended have been audited by us.

We have relied upon the unaudited financial statements of M/s Alps USA Inc., the subsidiary company, whose financial statements including in the abridged consolidated Ind AS financial statements reflecting total assets of Rs. 344.08 Lakh as at 31st March, 2018, total expense of Nil, cash flows amounting to nil for the year then ended. These unaudited financial statements, as approved by the Board of Directors of this company and translated from US\$ into INR have been furnished to us by the Management and our report insofar as it relates to the amounts included in respect of this subsidiary is based solely on such approved unaudited financial statements.

The abridged consolidated Ind AS financial statements for the year ended March 31, 2017 and the transition date opening balance sheet as at April 1, 2016 are based on previously audited consolidated financial statements prepared in accordance with the companies (Accounting Standards), Rules, 2006 as adjusted for the differences in the accounting principles adopted by the company on transition to Ind AS, which have been audited by us.

Our opinion on abridged standalone Ind AS financial statements is not modified in respect of the above said matters.

For R. K. Govil & Co.
Chartered Accountants
(Firm Reg. No. : 000748C)

(Mani Goyal)
Partner
Membership No.: 421929

Place: Ghaziabad
Date: May 30, 2018

AUDITORS' REPORT

**To the Members of
ALPS INDUSTRIES LIMITED**

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **ALPS INDUSTRIES LIMITED** (hereinafter referred to as "the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), comprising the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of Consolidated Financial Statements.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which has been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.

- I. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
- II. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.
- III. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial statements.

Basis for Qualified Opinion

Refer to note no. 40 to the notes on accounts, the Company has not provided for its liability towards interest & part of principal loan, waived earlier, and impact of retained earnings in terms of draft rehabilitation scheme and now revoked by its consented lenders amounting to Rs. 124590.19 lakh, accordingly the loss for the year and loan liability would have been increased and shareholder's fund would have been reduced to that extent.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except, for the effects of the matter described in the Basis for Qualified Opinion paragraph above, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to Financial Statements:

To note no 40 related to preparation of financial statement on going concern basis on the expectation of the company to get the necessary resolution for restructuring of debts and to meet its financial obligation and continuation of giving effect to earlier consented scheme.

Other Matters

1. We have relied upon the unaudited financial statements of M/s Alps USA Inc., the subsidiary company, whose financial statements reflect total assets of Rs. 344.08 Lac as at 31st March, 2018, total expense of Nil, cash flows amounting to nil for the year then ended. These unaudited financial statements, as approved by the Board of Directors of this company and translated from US\$ into INR have been furnished to us by the Management and our report insofar as it relates to the amounts included in respect of this subsidiary is based solely on such approved unaudited financial statements.
In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to 'the Group'.
2. Our opinion on the Consolidated Financial Statements, and our report on other legal and regulatory requirements below, except, for the effects of the matter described in the Basis for Qualified Opinion paragraph above, is not qualified in respect of the above Emphasis of Matters and Other Matters.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law maintained by the Holding Company, its subsidiaries included in the Group, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company.
 - (c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and of its subsidiary companies, none of the directors of the Group companies, is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, its subsidiary companies, the operating effectiveness of such controls, refer to our separate Report in **Annexure A**.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations as at March 31, 2018 on the consolidated financial position of the Group (Refer Note No. 39).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.

For R. K. Govil & Co.
Chartered Accountants
(Firm Reg. No. : 000748C)

(Mani Goyal)
Partner
Membership No.: 421929

Place: Ghaziabad
Date: May 30, 2018

ANNEXURE - A TO THE AUDITORS' REPORT**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of Alps Industries Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company, its subsidiary companies, are responsible for establishing and maintaining internal financial controls based on "internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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, as required under the Act.

Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:
 - (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company, its subsidiary companies, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R. K. Govil & Co.
Chartered Accountants
(Firm Reg. No. : 000748C)

(Mani Goyal)
Partner
Membership No. : : 421929

Place: Ghaziabad
Date: May 30, 2018

ALPS INDUSTRIES LTD.

ABRIDGED CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2018

(Statement containing salient features of Balance Sheet as per section 136 (1) and Rule 10 of the companies (Accounts) Rules, 2014 of the Companies Act, 2013)

	AS AT 31.03.18 Rs.(in Lakh)	AS AT 31.03.17 Rs.(in Lakh)	AS AT 01.04.16 Rs.(in Lakh)
ASSETS			
Non-current assets			
Property, plant and equipment	31,852.48	36,439.14	42,270.62
Capital Work In Progress	0.60	453.89	28.24
Other Intangibles Assets	248.92	13.53	19.62
Intangible assets under Development	-	255.98	225.66
Financial assets			
Investments	129.30	0.57	0.52
Loans	436.44	596.80	606.81
Other Non- Current assets	1,319.08	1,336.70	1,198.05
	<u>33,986.82</u>	<u>39,096.61</u>	<u>44,349.52</u>
Current assets			
Inventories	3,313.37	6,978.88	11,130.41
Financial assets			
Investment	-	56.57	43.58
Trade receivables	3,029.72	4,057.30	8,315.17
Cash and cash equivalents	154.21	383.74	518.70
Other bank Balance	122.37	294.30	326.37
Other financial assets	43.57	46.53	54.98
Current tax Assets	131.35	170.01	190.12
Other current assets	904.73	777.82	1,008.10
	<u>7,699.32</u>	<u>12,765.15</u>	<u>21,587.43</u>
Total Assets	<u>41,686.15</u>	<u>51,861.76</u>	<u>65,936.95</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	3,911.41	3,911.41	3,911.41
Other equity	(41,908.03)	(29,983.71)	(18,324.48)
Non Controlling Interest	9.00	221.56	589.85
	<u>(37,987.62)</u>	<u>(25,850.74)</u>	<u>(13,823.22)</u>
Liabilities			
Non-current liabilities			
Financial Liability			
Borrowings	39,976.08	40,283.84	38,829.94
Provision	314.68	351.41	332.09
	<u>40,290.76</u>	<u>40,635.25</u>	<u>39,162.03</u>
Current liabilities			
Financial liabilities			
Borrowings	32,287.14	26,721.27	25,713.40
Trade Payables	1,969.59	3,715.30	9,284.50
Other financial liabilities	4,946.32	5,203.92	4,522.73
Other current liabilities	137.44	1,397.04	1,030.08
Provisions	42.51	39.72	47.43
	<u>39,383.00</u>	<u>37,077.25</u>	<u>40,598.14</u>
TOTAL LIABILITIES	<u>79,673.76</u>	<u>77,712.50</u>	<u>79,760.17</u>
TOTAL EQUITY AND LIABILITIES	<u>41,686.15</u>	<u>51,861.76</u>	<u>65,936.95</u>

The accompanying notes are an integral part of these Abridged Consolidated financial statements.

Note: Complete Balance Sheet, Statement of Profit and Loss, Other Statements, and notes thereto prepared as per the requirement of division II of Schedule III to the Companies Act, 2013 are available at the Company's website at www.alpsindustries.com
Compiled from the Audited Consolidated Ind AS financial statements of the Company referred to in our report dated May 30, 2018

As per our report of even date

For R.K.Govil & Co.

Chartered Accountants

(Firm Registration No. 000748C)

Mani Goyal

Partner

Membership No. : 421929

Place : Ghaziabad

Date : May 30, 2018

A.K. Singhal

President (F&A)

Ajay Gupta

Company Secretary

For and on behalf of the Board

Sandeep Agarwal

Managing Director

P.K. Rajput

Executive Director

ALPS INDUSTRIES LTD.

ABRIDGED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

(Statement containing salient features of Profit and Loss as per section 136 (1) and Rule 10 of the companies (Accounts) Rules, 2014 of the Companies Act, 2013)

	YEAR ENDED 31.03.18 Rs.(in Lakh)	YEAR ENDED 31.03.17 Rs.(in Lakh)
INCOME		
Revenue from operations	36,351.63	50,198.16
Other income	333.02	446.80
Total Income	36,684.65	50,644.96
Expenses		
Cost of Material Consumed	23,802.61	31,335.29
Purchase of Stock-in-trade	-	4,122.00
Excise Duty	4.91	67.90
Change In Inventories	1,297.01	(268.82)
Employees benefit expenses	5,739.55	6,617.08
Finance costs	5,440.82	5,192.37
Depreciation	3,526.58	3,355.34
Impairment of Assets	-	2,366.33
Other expenses	8,839.22	11,098.29
Total Expense	48,650.70	63,885.78
Profit/(Loss) before exceptional items and tax	(11,966.05)	(13,240.82)
Add/(Less): Exceptional items	-	1,188.89
Profit/(Loss) before tax	(11,966.05)	(12,051.93)
Less/(Add): Tax expense	-	-
Profit/(Loss) after tax	(11,966.05)	(12,051.93)
Other comprehensive income	41.73	24.12
Total Comprehensive Income for the period	(11,924.32)	(12,027.81)
Attributable to :		
Out of Total Comprehensive Income above		
Owners	(11,924.27)	(11,659.51)
Non Controlling Interest	(0.05)	(368.30)
Profit for the period attributable to :	-	-
Owners	(11,966.00)	(11,683.63)
Non Controlling Interest	(0.05)	(368.30)
Out of Total Comprehensive Income above		
Other Comprehensive Income for the period attributable to :		
Owners	41.73	24.12
Non Controlling Interest	-	-
Earnings per equity share		
Basic	(30.59)	(30.81)

The accompanying notes are an integral part of these Abridged Consolidated financial statements.

Compiled from the Audited Consolidated Ind AS financial statements of the Company referred to in our report dated May 30, 2018

As per our report of even date

For R.K.Govil & Co.

Chartered Accountants

(Firm Registration No. 000748C)

For and on behalf of the Board

Mani Goyal

Partner

Membership No. : 421929

Place : Ghaziabad

Date : May 30, 2018

A.K. Singhal
President Corp. (F&A)

Ajay Gupta
Company Secretary

Sandeep Agarwal
Managing Director
DIN - 00139439

P.K. Rajput
Executive Director
DIN - 00597342

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

	Equity Share Capital (A)	OTHER EQUITY								Total equity attributable to equity holders of the Company (A)+(B)
		Reserve & Surplus						Equity Instrument through OCI	Total Other Equity (B)	
		Capital Reserve	Securities premium reserve	Equity component of Compound financial Instrument	General Reserve	Exchange Fluctuation Reserve	Retained earnings			
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Balance as at April 1, 2016	3,911.41	290.00	16,668.93	2,232.01	7,999.30	(256.54)	(45,271.50)	13.32	(18,324.48)	(14,413.07)
Ind AS adjustments	-	-	-	-	-	-	0.05	-	0.05	0.05
Profit for the year 2016-17	-	-	-	-	-	0.23	(11,683.63)	24.12	(11,659.28)	(11,659.28)
Balance as at March 31, 2017	3,911.41	290.00	16,668.93	2,232.01	7,999.30	(256.31)	(56,955.08)	37.44	(29,983.71)	(26,072.30)
Ind AS adjustments	-	-	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-	-	(0.03)	(11,966.02)	41.73	(11,924.32)	(11,924.32)
Balance as at March 31, 2018	3,911.41	290.00	16,668.93	2,232.01	7,999.30	(256.34)	(68,921.10)	79.17	(41,908.03)	(37,996.62)

The accompanying notes are an integral part of these abridged consolidated financial statements.

As per our report of even date

For R.K.Govil & Co.

Chartered Accountants

(Firm Registration No. 000748C)

Mani Goyal

Partner

Membership No. : 421929

Place : Ghaziabad

Date : May 30, 2018

A.K. Singhal
President (F&A)

Ajay Gupta
Company Secretary

For and on behalf of the Board

Sandeep Agarwal
Managing Director

P.K. Rajput
Executive Director

ABRIDGED CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31-March'2018

	Year Ended 31.03.2018	Year Ended 31.03.2017
		Rs.(in Lakh)
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Cash Generated by Operating Activities	4,230.87	6,514.70
Net Cash from/ (used in) Investing Activities	1,127.82	(2,921.20)
Net Cash from/ (used in) Financing Activities	(5,588.22)	(3,728.46)
Net Increase(Decrease) in Cash & Cash Equivalents	(229.53)	(134.96)
Opening Balance of Cash and Cash Equivalents	383.74	518.70
Closing Balance of Cash and Cash Equivalents (refer note 9)	154.21	383.74

The accompanying notes are an integral part of these Abridged financial statements.

Compiled from the Audited Standalone Ind AS financial statements of the Company referred to in our report dated May 30, 2018

As per our report of even date

For R.K.Govil & Co.

Chartered Accountants

(Firm Registration No. 000748C)

Mani Goyal

Partner

Membership No. : 421929

Place : Ghaziabad

Date : May 30, 2018

A.K. Singhal
President (F&A)

Ajay Gupta
Company Secretary

For and on behalf of the Board

Sandeep Agarwal
Managing Director

P.K. Rajput
Executive Director

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

Notes to the abridged consolidated financial statements as at and for the year ended March 31, 2018

Corporate Information

Alps Industries Limited (the Company) is a public Limited Company. The Company and its Subsidiaries collectively referred to as "The Group" and is primarily engaged into Textile business. Holding company having CIN L51109UP1972PLC003544 is listed on the Bombay Stock Exchange and National Stock Exchange. engaged into Textile business.

Basis of Preparation and Significant Accounting Policies**A) Basis of preparation of financial statements****(a) Statement of Compliance**

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended), and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (the Act), (Ind AS compliant Schedule III), as applicable to the group. The group adopted Ind AS from April 01, 2017.

For all periods up to and including the year ended March 31, 2017, the group prepared its financial statements in accordance with the requirements of previous Generally Accepted Accounting Principles (GAAP), which includes Standard notified under the Companies (Accounting Standards) Rules, 2006. These are the group's first Ind AS financial statements with transition date of April 01, 2016.

The group has adopted all Ind AS standards and the adoption was carried out in accordance with Ind AS 101 'First Time Adoption of Indian Accounting Standards' issued by Ministry of corporate affairs. The group has presented a reconciliation (from previous GAAP to Ind AS) of total equity as at April 01, 2016, March 31, 2017 and Statement of Profit and Loss for the year ended March 31, 2017.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The consolidated financial statement are prepared by applying uniform accounting policies in use at the group. Non controlling interest has been excluded. Non controlling interest represent that part of the assets of subsidiaries that are not owned by the parent company.

(b) Functional and presentation currency

These financial statements are presented in Indian rupees (Rs.), which is the group's functional currency.

(c) Basis of Measurement

The financial statements are prepared as a going concern basis under historical cost convention basis except for certain items which are measured at fair values.

Determining the Fair Value

While measuring the Fair Value of an asset or a liability, the group uses observable market data as far as possible. Fair values are categorised into different levels in a Fair Value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that is not based on observable market data (unobservable inputs).

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient then the same has been valued at Rs. 1/- per share.

(d) Use of Estimate

The preparation of financial statements in conformity with the Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of the contingent asset and contingent liability at the date of the financial statements and reported amount of income and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from the estimates. Appropriate changes in estimate are made as the management become aware of the change in circumstances surrounding the estimates. Change in the estimates are reflected in the financial statements in the period in which the changes are made and, if material, their effect are disclosed in the notes to financial statements.

(e) Operating Cycle

All assets and liabilities have been classified as current or non-current as per the group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1 – Presentation of Financial Statements issued by the Ministry of Corporate Affairs based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

B) Recent accounting pronouncement

Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers.

The group will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted.

C) Significant accounting policies**(a) Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost of acquisition or construction, net of Input tax credit available, less accumulated depreciation and impairment, if any. For this purpose, cost includes deemed cost which represents the carrying value of Property, Plant and Equipment recognised as at April 1, 2016 measured as per the previous GAAP. Cost directly attributable to acquisition are capitalised until the Property, Plant and Equipment are ready for use as intended by the management.

Property, Plant and Equipment are derecognised from financial statements, either on disposal or when no economic benefits are expected from its use. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the Property, Plant and Equipment and the resultant gains or losses are recognized in the Statement of Profit and Loss.

Depreciation on Property, Plant and Equipment commences when these assets are ready for their intended use. Items of Property, Plant and Equipment are depreciated in a manner that amortizes the cost (or other amount substituted for cost) of these assets, less its residual value, over their useful lives as specified in Schedule II of the Companies Act, 2013 on a straight line basis. Depreciation on Property, Plant and Equipment purchased or sold during the year is proportionately charged.

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018**(b) Intangible Assets**

Intangible Assets are stated at cost of acquisition less accumulated amortisation. Specialized Software is amortised over an estimated useful period of five year. Amortisation is done on straight line basis.

(c) Impairment of non financial assets

Property, Plant and Equipment are evaluated for recoverability, whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

(d) Inventories

- (i) Inventories are valued at lower of cost or net realisable value except for scrap and by-products which are valued at net realisable value.
- (ii) Cost of inventories of finished goods and work-in-process includes material cost, cost of conversion and other related overhead costs.
- (iii) Cost of inventory of cotton is determined on weighted Average Cost Basis and other raw material on FIFO basis.

(e) Financial instruments

Financial assets and financial liabilities are recognised when the group becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date when the group commits to purchase or sell the asset.

Financial Assets:

Recognition: Financial assets include Investments, Trade receivables, Advances, Security Deposits, Cash and cash equivalents. Such assets are initially recognised at transaction price when the group becomes party to contractual obligations. The transaction price includes transaction costs unless the asset is being fair valued through the Statement of Profit and Loss.

Classification: Management determines the classification of an asset at initial recognition depending on the purpose for which the assets were acquired. The subsequent measurement of financial assets depends on such classification.

Financial assets are classified as those measured at:

- (a.) amortised cost, where the financial assets are held solely for collection of cash flows arising from payments of principal and/or interest.
- (b.) fair value through other comprehensive income (FVTOCI), where the financial assets are held not only for

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

collection of cash flows arising from payments of principal and interest but also from the sale of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in other comprehensive income.

- (c.) fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the Statement of Profit and Loss in the period in which they arise.

In case of investment in equity shares

For Investments in equity instruments are measured at FVTOCI where "Available for Sale and at FVTPL where "Held for Trade".

Other:

Trade receivables, Advances, Security Deposits, Cash and cash equivalents etc., are classified at cost.

Impairment: The group assesses at each reporting date whether a financial asset (or a group of financial assets) such as investments, trade receivables, advances and security deposits held at amortised cost and financial assets that are measured at fair value through other comprehensive income are tested for impairment based on evidence or information that is available without undue cost or effort. Expected credit losses are assessed and loss allowances recognised if the credit quality of the financial asset has deteriorated significantly since its initial recognition.

Reclassification: When and only when the business model is changed, the group shall reclassify all affected financial assets prospectively from the reclassification date as subsequently measured at amortised cost, fair value through other comprehensive income, fair value through profit or loss without restating the previously recognised gains, losses or interest and in terms of the reclassification principles laid down in the Ind AS relating to Financial Instruments.

De-recognition: Financial assets are derecognised when the right to receive cash flows from the assets has expired, or has been transferred, and the group has transferred substantially all of the risks and rewards of ownership. Concomitantly, if the asset is one that is measured at:

- (a.) amortised cost, the gain or loss is recognised in the Statement of Profit and Loss;
- (b.) fair value through other comprehensive income, the cumulative fair value adjustments previously taken to reserves are reclassified to the Statement of Profit and Loss unless the asset represents an equity investment in which case the cumulative fair value adjustments previously taken to reserves is reclassified within equity.

Financial Liabilities

Initial and subsequent recognition: Borrowings, trade payables and other financial liabilities are initially recognised at the value of the respective contractual obligations. They are subsequently measured at amortised cost. Any discount or premium on redemption / settlement is recognised in the Statement of Profit and Loss as finance cost over the life of the liability using the effective interest method and adjusted to the liability figure disclosed in the Balance Sheet.

De-recognition: Financial liabilities are de-recognised when the liability is extinguished, that is, when the contractual obligation in respect of the liabilities is discharged, cancelled and settled on expiry by the group.

Offsetting Financial Instruments

Financial assets and liabilities are offset and the net amount is included in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018**Equity Instruments**

Equity instruments are recognised at the value of the proceeds, net of direct costs of the capital issue.

(f) Government Grants

Government grants are recognised when there is reasonable assurance that the grant will be received, and the group will comply with the conditions attached to the grant. Accordingly, government grants:

- (a.) related to or used for assets are accounted for and deducted from the respective assets in the year of receipt.
- (b.) related to incurring specific expenditures are taken to the Statement of Profit and Loss on the same basis and in the same periods as the expenditures incurred.
- (c.) by way of financial assistance on the basis of certain qualifying criteria are recognised as they become receivable.

(g) Claims, Provisions, Contingent assets and Liabilities:

Claims lodged by and lodged against the group are accounted in the year of payment or settlement thereof.

Provisions are recognised when, as a result of a past event, the group has a legal or constructive obligation; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. The amount so recognised is the best estimate of the consideration required to settle the obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

In an event when the time value of money is material, the provision is carried at the present value of the cash flows estimated to settle the obligation.

Contingent liabilities are not recognised but are disclosed by way of notes to the financial statements, after careful evaluation by the management of the facts and legal aspects of each matter involved.

Contingent assets are neither recognised nor disclosed in the financial statements.

Contingent liabilities are assessed continually to determine whether an outflow of resources embodying the economic benefit has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as contingent liability, a provision is recognised in the financial statements of the period in which the change in probability occurs.

(h) Recognition of revenue and expenditure

- (i) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable. Revenue represents the net invoice value of goods and services provided to third parties after deducting discounts, volume rebates, outgoing taxes.

Revenue is recognised usually when all significant risks and rewards of ownership of the asset sold are transferred to the customer and the commodity has been delivered to the shipping agent. Revenue from sale of material by-products are included in revenue.

- (ii) Interest and dividend income

Interest income is recognised using Effective Interest Method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of financial instruments or a shorter period, where appropriate, to the gross carrying amount of the asset or to the amortised cost of financial liability. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit loss.

Dividend income is recognised in the Statement of Profit and Loss when the right to receive dividend is established.

(i) Borrowing Cost

Borrowing Cost attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets upto the date when such assets are ready for intended use. Other borrowing costs are charged as expense in the year in which they are incurred.

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018**(j) Employee benefits**

Benefits such as salaries, wages and short term compensations etc. is recognized in the period in which the employee renders the related services.

The group makes contributions to defined benefit schemes and defined contribution plans. Provident Fund contributions are in the nature of defined contribution scheme. Provident funds are deposited with government and recognised as an expense. The group also make contribution to defined benefit plan i.e. gratuity plan. The cost of providing benefits under the defined benefit obligation is calculated by independent actuary using the projected unit credit method. Service costs and net interest expense or income is reflected in the Statement of Profit and Loss. Gain or Loss on account of re-measurements are recognised immediately through other comprehensive income in the period in which they occur.

The employees of the group are entitled to compensated leave for which the group records the liability based on actuarial valuation computed using projected unit credit method. These benefits are unfunded.

(k) Taxes on income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

(l) Foreign currency transactions and translation

Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.

Monetary items denominated in foreign currencies at the yearend are restated at year end rates. In case of monetary items which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognised as exchange difference and the premium paid on forward contracts has been recognised over the life of the contract. Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss.

Non-monetary foreign currency items are carried at cost.

The translation of financial statement of foreign subsidiary from the respective local currency to functional currency of the company is performed for the balance sheet accounts using the exchange rate in effect at the balance sheet date and the resulting difference is presented as Foreign currency Translation Reserves included in Reserves & Surplus.

(m) Prior period errors

Prior Period Errors have been corrected retrospectively in the financial statements. Retrospective application

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

means that the correction affects only prior period comparative figures, current period amounts are unaffected. Comparative amounts of each prior period presented which contain errors are restated. If however, an error relates to a reporting period that is before the earliest prior period presented, then the opening balances of assets, liabilities and equity of the earliest prior period presented has been restated by following IAS 8.

(n) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the group by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also, the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

(o) Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the group are segregated based on the available information.

Amendment to Ind AS-7

Effective April 1, 2017, the group adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of amendment did not have any material impact on the financial statements.

(p) Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to insignificant risk of changes in value.

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

Basic & Diluted Earnings Per Share

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Profit (Loss) for the Year before Preference Dividend and attributable tax thereon (Rs. in Lakh)	(11966.05)	(12051.93)
Weighted average number of equity shares outstanding during the year - (B)	39114100	39114100
Nominal value of equity shares (Rs.)	10.00	10.00
Basic Earnings per share (Rs.)	(30.59)	(30.81)
Diluted Earnings per share (Rs.)	-	-

Note : As per the restructuring scheme being part of DRS which was consented by secured lenders (representing more than 83% of total outstanding secured debts of the company) and presented before erstwhile Hon'ble BIFR, the company is under an obligation to issue fresh equity to the tune of Rs. 26.78 crore (approx.) to its lenders upon its sanction.

Earnings in Foreign Exchange

Particulars	Rs.(in Lakh)	
	For the year ended 31 st March 18	For the year ended 31 st March 17
F.O.B. Value of Exports	11668.61	13294.39

Value of consumption of Raw Materials & Stores imported & indigenous and % of each to total consumption:

Particulars	Rs.(in Lakh)			
	For the year ended 31 st March 18	% of consumption	For the year ended 31 st March 17	% of consumption
Raw Material				
Imported	953.31	4.91%	1494.09	4.76%
Indigenous	22849.30	95.99%	29841.20	95.24%
Total	23802.61	100.00%	31335.29	100.00%
Stores				
Imported	169.59	22.30%	160.55	13.96%
Indigenous	591.03	77.70%	989.78	86.04%
Total	760.62	100.00%	1150.33	100.00%

C.I.F. Value of Imports

Particulars	Rs.(in Lakh)	
	For the year ended 31 st March 18 Amount	For the year ended 31 st March 17 Amount
Raw Materials	877.78	1179.21
Capital Goods	9.18	61.27
Components & Spare Parts	172.96	361.65

ALPS INDUSTRIES LTD.

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

Payment to Auditors

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
a. Audit Fee	14.44	16.12
b. Other Services	16.87	2.88

Expenditure in Foreign Currency

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Foreign Travels	28.30	52.21
Others	332.78	370.08

Holdings of Alps Industries Limited in its Subsidiaries:

Name of the Subsidiary	Country of Incorporation	Holding as on 31 st March 2018	Holding as on 31 st March 2017
Alps Energy Pvt. Ltd	India	69.75%	69.75%
Snowflakes Meditech (P) Ltd.	India	-	73.94%
Alps USA INC	USA	100.00%	100.00%

*Ceased to be subsidiary during the year

Related Party Transactions

The members of the Board are interested in the following entities, covered under the Related Party Transactions, but there were no material transactions entered into with any of these entities. However the details of transactions with them are given below:

Name of related parties and description of relationship as required by AS-18:-

i.	a. Subsidiary	: Alps Energy Pvt. Ltd.
	b. Wholly owned Subsidiary	: Alps USA Inc.
	c. Entities Controlled by subsidiaries, KMP and their relatives	: Alps Processers Private Limited : Careen Fintec (P) Ltd : Coronation Spinning India (P) Ltd : Pacific Texmark Pvt. Ltd. : Padam Precision Dies & Component Pvt. Ltd. : Peek Finvest (P) Ltd : Perfect Finmen Services (P) Ltd : Roseate Finevest Pvt.Ltd. : Saurabh Floriculture (P) Ltd : Supreme Finvest Pvt. Ltd : Aspen Enterprises : Peek Texfab Limited : Atsiv Fabric Pvt. Ltd.

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

ii.	Key Management Personnel Non-Executive Chairman Managing Director Executive Director (WTD) President Accounts and Finance Company Secretary	a. Mr. K.K Agarwal b. Mr. Sandeep Agarwal c. Mr. P.K. Rajput d. Mr. Ashok Kumar Singhal e. Mr. Ajay Gupta
iii.	Relatives of Key Management Personnel	a. Mrs. Sanyog Agarwal b. Mrs. Nidhi Agarwal c. Mrs. Indu Singhal

Nature of Transaction	Subsidiary		Wholly owned Subsidiary	Entities Controlled by subsidiaries, KMP and their relatives				Remuneration to Directors / Relatives
	Alps Energy Pvt. Ltd	Snowflakes Meditech Pvt. Ltd	Alps USA INC.	Alps Processors Pvt. Ltd	Pacific Texmark Pvt. Ltd	Aspen Enterprises	Peek Texfab Limited	
a. Sale of Goods	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	43.16 (2635.24)	NIL (NIL)	- -
b. Rent Paid	NIL (NIL)	1.20 (2.40)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	10.80 (10.80)	- -
c. Interest Paid	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	- -
d. Interest Received	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	- -
e. Advance/Loans taken	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	- -
f. Repayment of Advance /Loans	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	NIL (NIL)	- -
g. Sitting fee to KMP								
Non-Executive Chairman	-	-	-	-	-	-	-	0.40
	-	-	-	-	-	-	-	(0.40)
Remuneration to KMP								
Managing Director	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	(212.05)
Executive Director(WTD)	-	-	-	-	-	-	-	13.57
	-	-	-	-	-	-	-	(13.92)
President Account and Finance	-	-	-	-	-	-	-	16.96
	-	-	-	-	-	-	-	(15.86)
Company Secretary	-	-	-	-	-	-	-	8.00
	-	-	-	-	-	-	-	(7.20)
h. Salary to relative of KMP								
Mrs. Sayong Agarwal	-	-	-	-	-	-	-	8.00
Mrs Nidhi Agarwal	-	-	-	-	-	-	-	(8.00)
Mrs. Indu Singhal	-	-	-	-	-	-	-	-
i. Balance at the yearend (cr.)	89.75 (89.75)	- (28.64)	NIL NIL	NIL NIL	NIL NIL	28.49 (265.59)	NIL NIL	- -
j. Balance at the yearend (dr.)	NIL NIL	NIL NIL	6.61 (6.61)	NIL NIL	NIL NIL	NIL NIL	NIL NIL	- -

Note :- The figure shown in brackets are the corresponding figure of previous financial year.

Sales are net of Rebate & Discounts amounting to Rs.418.81 Lakh (Previous Year Rs. 684.89 Lakh).

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

The Board of Directors considered and reviewed the requirement of presenting the financial results under segment reporting in terms of the Ind AS, and is of the opinion that henceforth, instead of presenting the results into Product Stage Wise viz. Yarn, Home Furnishing & Fashion Accessories and Architectural Products of 'Textile Segment', aggregate the same into one reportable segment only i.e. Textile Segment.

Geographical Segments

Particulars	SEGMENTS				Rs.(in Lakh)	
	Domestic		Export		Total	
	For the Year ended 31 st March 18	For the Year ended 31 st March 17	For the Year ended 31 st March 18	For the Year ended 31 st March 17	For the Year ended 31 st March 18	For the Year ended 31 st March 17
Segment Revenue	24139.15	36446.23	12212.48	13810.61	36351.63	50156.84

Contingent Liabilities and Commitments

A) Contingent liability exists in respect of:

Particulars	Rs.(in Lakh)	
	As at 31.03.2018	As at 31.03.2017
a) Guarantees issued by banks on behalf of company.	122.37	251.70
b) Claims against the company not acknowledged as debts	1434.50	1321.18
c) Other Claims against the company not acknowledged as debt :(detailed as under):	36429.55	36370.59
(i) Kotak Mahindra Bank Limited (KMBL) filed an Original Application (O.A.) before Hon'ble Debt Recovery Tribunal, Mumbai (DRT) for recovery of its claim amounting to Rs. 601.11 Lakh (P.Y. Rs. 601.11 Lakh) in respect of certain foreign currency derivative transactions which were disputed being per se illegal as not within the regulatory permission of RBI and were entered into by the company on the basis of incomplete disclosures and details thus falls in the category of mis-selling by the bank to the company. Hon'ble DRT vide an interim order has restrained the company to sale of its certain Fixed Assets. Hon'ble Debt Recovery Appellate Tribunal (DRAT) Mumbai, on Appeal of the company, has directed to return the said OA and set aside the said restrained order passed by the Hon'ble DRT for want of Jurisdiction of DRT, Mumbai. The Hon'ble Bombay High Court vide an interim order in the writ filed by KMBL against the order of Hon'ble DRAT has stayed the order of Hon'ble DRAT & restored the operation of restrain order passed by Hon'ble DRT and also stayed the proceedings before Hon'ble DRT till further order. The said writ still under consideration of Hon'ble Bombay High Court. Besides this, Kotak Mahindra Bank had also filed a winding up petition before the Allahabad High Court for the said claims wherein also Company consented. kotak Bank has further raised another claim of Rs. 1435 Lakh (P.Y. Rs. 1435 Lakh) in respect of these foreign currency derivative transactions. On the basis of legal opinion, the company has not admitted these claims of bank against these transactions and filed a suit in the competent civil court of law for declaring these derivative transactions as void ab initio being illegal where the same is still pending adjudication. An appeal filed by the company against the order passed by the Hon'ble Civil Court in the matter of withdrawing its earlier order directing to maintain the status quo as regards the recovery proceedings is also pending adjudication before Hon'ble Allahabad High Court. In view of above facts, no provision against these transactions is considered necessary.		
(ii) DBS Bank Ltd. has raised claims amounting to US\$ 91.09 Lakh & Rs. 667.39 Lakh (totaling to Rs.6592.26 Lakh, approx) (P.Y. totaling to Rs. 6574.15 Lakh approx) against the Company in respect of certain foreign currency derivative transactions which were disputed being per se illegal as not within the regulatory permission of RBI and were entered into by the company on the basis of incomplete disclosures and details thus falls in the category of mis-selling by the bank to the company. On the basis of legal opinion, the company has not admitted the claims of bank & filed a suit in the competent civil court of law for declaring these transactions as void ab initio being illegal who has issued an interim order for maintenance of status quo with regards to recovery towards these transactions. The interim order is still continuing and the matter is still pending adjudication. A revision filed by bank against the status-quo order passed by Hon'ble Civil Court is also pending adjudication before Hon'ble Allahabad High Court. In view of above facts, no provision against these transactions is considered necessary.		

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

- (iii) Merrill Lynch Capital Services Inc. raised a claim of US\$ 195.80 Lakh (Rs. 12735.59 Lakh approx.) (P.Y. Rs. 12695.36 Lakh approx.) against the company in respect of an alleged corporate guarantee of US\$ 100 Lakh (Rs.6504.41 Lakh approx.) (P.Y. Rs. 6483.86 Lakh approx.) alleged to be given by the company for one of its subsidiary company M/s Alps USA Inc. These claims relate to derivative transactions and corporate guarantee thereof which were disputed being per se illegal as not within the regulatory permission of RBI and were entered into by the company on the basis of incomplete disclosures and details thus falls in the category of mis-selling by the bank to the company. RBI has also refused to take on record the said corporate guarantee. Based on legal opinion, the company has not admitted said claim and filed a suit in the competent civil court of law. An Appeal filed by the company against the order passed by Hon'ble Civil Court in the matter of withdrawing its jurisdiction and earlier order directing to maintain the status quo as regards the recovery proceedings is pending adjudication before Hon'ble Allahabad High Court. In view of above facts, no provision against above claim is considered necessary.
- (iv) Workers of Kashipur and Jaspur units have filed cases before the Industrial Tribunal/Labour Court, Haldwani, Uttarakhand U/s 33C(2) of the Industrial Dispute Act 1947 claiming total amount of Rs. 15064.97 Lakh, in respect of their alleged dues towards wages, retirement benefit etc. as per Hon'ble Court's Notice dated 4th May 2013 received by the company, which is being contested. The Liability, if any, will be accounted for as and when the matter is finally decided.

B) Commitments:-

	Rs.(in Lakh)	
	31.03.2018	31.03.2017
i) Estimated amount of capital contracts remaining to be executed not provided for:	236.60	1130.20
ii) Arrears of preferential dividend	7151.61	6099.50

During the year, the lenders having more than 83% of the secured debts of the company revoked their consent to the DRS/settlement circulated by erstwhile Hon'ble BIFR, interalia containing the restructuring of the debts of the company, which was partly implemented. Company has protested to the said revocation of consent being unjustified and beyond terms of scheme. Company has submitted a revised restructuring scheme with Edelweiss Assets Reconstruction Company Ltd., (presently holding 93% of the total secured debt of the company), which is under consideration with them. Management expect to get it approved and would be able to meet its financial obligations. Accordingly the financial statements have been prepared on going concern basis and company continues to give effect to the earlier consented restructuring scheme in these accounts. The impact, if any, of the revised restructuring scheme which is under consideration, will be given effect in the financial statements of the year of final settlement with lenders. Hence no provision considered necessary in these accounts towards interest on entire secured loans & part of principal secured loan, waived earlier, and impact on retained earnings thereon totaling to Rs. 124590.19 Lakh as per provisions of earlier consented scheme.

With regard to Impairment of assets, on assessment, no impairment loss has been ascertained as on 31.3.2018.

Deferred Tax adjustments resulting from items of timing differences have been measured using the rates and tax laws enacted or substantially enacted as on 31.03.18 and the same results into the Deferred Tax Assets (net), which has not been recognized due to uncertainty of sufficient taxable income in future within reasonable period.

There is no amount outstanding on account of unclaimed dividend as on date, as per Section 124 of the Companies Act, 2013.

The balances of Trade Receivable, loans and advances and Trade payable are subject to confirmation, reconciliation and consequential adjustment, if any, which in the opinion of the management will not be material.

Employee Benefits

The Group has classified the various benefits provided to employees as under:

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

1. Defined Contribution plans:

The Group has recognized the following amounts in the Statement of profit and loss:

Particulars	Rs.(in Lakh)	
	For the year ended 31 st March 18	For the year ended 31 st March 17
Employers contribution to Provident Fund and Employee's State Insurance Corporation	250.01	217.07

2. Defined Benefit plans:

- I. Gratuity
- II. Earned leave

In accordance with the Ind AS 19, actuarial valuation was done in respect of the aforesaid defined benefit plans and details of the same are given below:

Particulars	Rs.(in Lakh)			
	Gratuity (Nonfunded)		Earned Leave (Non-funded)	
	For the Year ended 31 st March 18	For the Year ended 31 st March 17	For the Year ended 31 st March 18	For the Year ended 31 st March 17
Discount Rate (per annum)	7.70. %	7.50%	7.70%	7.50%
Future Salary Increase	5.00%	5.00%	5.00%	5.00%
In Service Mortality	Std of LIC (2006-08)	Std of LIC (2006-08)	Std of LIC (2006-08)	Std of LIC (2006-08)
Retiring Age	58 years	58 years	58 years	58 years
Withdrawal Rates:				
Up to 30 years	3%	3%	3%	3%
Up to 44 years	2%	2%	2%	2%
Above 44 years	1%	1%	1%	1%
I. Expenses recognized in Statement Profit & Loss				
Current Service Cost	47.96	56.33	20.43	29.26
Past Service Cost - Vested	3.96	Nil	Nil	Nil
Interest Cost	21.13	21.01	8.16	7.32
Net Actuarial (Gain)/ Loss recognized in the year	(41.60)	(11.07)	(23.27)	(7.29)
Total Expenses	31.45	66.27	5.32	29.29
II. Net Assets /(Liability) recognized in the Balance Sheet				
Present value of the Defined Benefit obligation	264.82	281.73	92.37	108.83
Fund Status (Deficit)	(264.82)	(281.73)	(92.37)	(108.83)
Net assets/ (Liability)	(264.82)	(281.73)	(92.37)	(108.83)
III. Change in present value of obligation				
Present Value of obligation as at the beginning of the period	281.73	280.19	108.82	97.61
Interest Cost	21.13	21.01	8.16	7.32
Past Service Cost - Vested	3.96	Nil	Nil	Nil
Current Service Cost	47.96	56.33	20.42	29.26
Benefits Paid	(48.36)	(64.73)	(21.77)	(18.07)
Actuarial (gains)/ Loss on obligation	41.60	11.07	(23.26)	(7.29)
Present Value of obligation as at the end of the period	264.82	281.73	92.37	108.83

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

Directors Remuneration

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Salary	13.20	225.25
Perquisites	0.37	0.72
Total	13.57	225.97

Particulars of Raw Material Consumption

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Cotton	16215.73	20411.82
Yarn	2359.55	4066.11
Fabric	3611.83	4354.84
Others	1615.51	2502.52
Total	23802.61	31335.29

Details of Purchases of Stock-in-Trade

Rs.(in Lakh)

Particulars	For the year ended 31 st March 18	For the year ended 31 st March 17
Yarn	-	57.60
Fabric	-	4029.25
Others	-	35.15
Total	-	4122.00

Inventories (Work-in-Progress)

Rs.(in Lakh)

Particulars	As at 31 st March 18	As at 31 st March 17
Cotton / Fiber	304.25	387.95
Yarn	-	107.43
Fabric / Made up	135.23	85.99
Others	-	25.44
Total	439.48	606.81

Inventories (Finished Goods)

Rs.(in Lakh)

Particulars	As at 31 st March 18	As at 31 st March 17
Yarn	313.49	1040.47
Fabric / Made up	454.59	857.29
Total	768.08	1897.76

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018**First time adoption of Ind AS**

The Group has prepared financial statements, which comply with Ind-AS, applicable for periods ending on or after March 31, 2018, together with the comparative year data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Group's opening balance sheet was prepared as at April 1, 2016, date of transition to Ind AS

(A) Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS:

- (i) Property, Plant and Equipment:** Ind-AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its Property, Plant and Equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Group has elected to measure all of its Property, Plant and Equipment at their previous GAAP carrying value.
- (ii) Estimates:** The Company estimates in accordance with Ind ASs at the date of transition to Ind AS are consistent with estimates made for the same date in accordance with previous GAAP.

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018
B Financial reconciliation
(i) Reconciliation of equity as previously reported under IGAAP to Ind-AS

PARTICULARS	Opening Balance Sheet as at April 1, 2016			Balance Sheet as at March 31, 2017		
	IGAAP	Effect of transition to Ind-AS	Ind-AS	IGAAP	Effect of transition to Ind-AS	Ind-AS
ASSETS						
Non-current assets						
Property, plant and equipment	43394.45	(1123.83)	42270.62	37550.62	(1111.48)	36439.14
Capital Work In Progress	28.24		28.24	453.89		453.89
Other Intangibles Assets	19.62		19.62	13.53		13.53
Intangible assets under Development	225.66		225.66	255.98		255.58
Financial assets						
Investments	5.78	(5.26)	0.52	5.78	(5.21)	0.57
Loans	693.38	(86.57)	606.81	834.38	(237.58)	596.80
Deferred tax assets (net)	-	-	-	-	-	-
Other Non- Current assets	12.13	1185.92	1198.05	12.13	1324.57	1336.70
	44379.26	(29.74)	44349.52	39126.31	(29.70)	39096.61
Current assets						
Inventories	11131.50	(1.09)	11130.41	6978.88		6978.88
Financial assets						
Investment	25.00	18.58	43.58	25.00	31.57	56.57
Trade receivables	8315.17	-	8315.17	4057.30		4057.30
Cash and cash equivalents	518.70	-	518.70	383.74		383.74
Other bank Balance	326.37	-	326.37	294.30		294.30
Other financial assets	682.72	(627.74)	54.98	550.64	(504.11)	46.53
Current tax Assets	-	190.12	190.12	-	170.01	170.01
Other current assets	551.52	456.58	1008.10	419.25	358.57	777.83
	21550.98	36.45	21587.43	12709.11	56.04	12765.15
Total Assets	65930.24	6.71	65936.95	51835.42	26.34	51861.76
Equity And Liabilities						
Equity						
Share capital	30704.31	(26792.90)	3911.41	30704.31	(26792.90)	3911.41
Other equity	(67105.45)	48780.97	(18324.48)	(72740.28)	42756.57	(29983.71)
Non Controlling Interest	917.27	(327.42)	589.85	224.69	(3.13)	221.56
Total Equity	(35483.87)	21660.65	(13823.22)	(41811.28)	15960.54	(25850.74)
Non Current Liabilities						
Financial Liability						
Borrowings	80778.59	(41948.65)	38829.94	78081.34	(37797.50)	40283.84
Provision	332.09	-	332.09	351.41	-	351.41
	81110.68	(41948.65)	39162.03	78432.75	(37797.50)	40635.25
Current Liabilities						
Financial liabilities						
Borrowings	111.17	25602.23	25713.40	-	26721.27	26721.27
Trade Payables	9280.03	4.47	9284.50	3715.30	-	3715.30
Other financial liabilities	-	4522.73	4522.73		5203.92	5203.92
Other current liabilities	10864.80	(9834.72)	1030.08	11458.93	(10061.89)	1397.04
Provisions	47.43	-	47.43	39.72	-	39.72
Total Liability	20303.43	20294.71	40598.14	15213.95	21863.30	37077.26
Total Equity and Liability	65930.24	6.71	65936.95	51835.42	26.34	51861.76

Notes to the Abridged Consolidated Financial Statements as of and for the year ended March 31, 2018

(ii) Reconciliation of Statement of Profit and Loss as previously reported under IGAAP to Ind-AS

Rs.(in Lakh)

Particulars	Year ended March 31, 2017 Earned Leave (Unfunded)		
	IGAAP	Effect of transition to Ind-AS	Ind-AS
INCOMES			
Revenue from operations	50198.16	-	50198.16
Other income	444.94	1.86	446.80
Total income	50643.10	1.86	50644.96
EXPENSES			
Cost of Material Consumed	31335.29	-	31335.29
Purchase of Stock-in-trade	4122.00	-	4122.00
Excise Duty	67.90	-	67.90
Change In Inventories	(268.82)	-	(268.82)
Employees benefit Expenses	6606.00	11.08	6617.08
Finance costs	7.61	5184.76	5192.37
Depreciation	3367.68	(12.34)	3355.34
Imparement of Assets	2366.33	-	2366.33
Other expenses	11102.01	(3.72)	11098.29
Total expenses	58706.00	5177.39	63885.78
Profit before exceptional items and tax	(8062.90)	(5177.92)	(13240.82)
Add/(Less): Exceptional items	1735.23	(546.34)	1188.89
Profit before tax	(6327.66)	(5724.26)	(12051.93)
Less/(-Add) : Tax expenses			
Current taxes	-	-	-
Deferred taxes	-	-	-
Profit after tax	(6327.66)	(5124.26)	(12051.93)
Other comprehensive income	-	24.12	24.12
Total Comprehensive Income	(6327.66)	(5700.14)	(12027.81)

(C.) Notes on first time adoption of IND AS:

1. Property, Plant and Equipment

As on the transition date to Ind AS, i.e., April 1, 2016, the group has elected to measure its tangible assets at cost as per Ind AS. The same are considered as deemed cost.

2. Employee benefits

Under Ind AS, the actuarial gains and losses form part of remeasurement of the net defined benefit liability / asset which is recognised in OCI. Consequently, the tax effect of the same has also been recognised in OCI instead of Statement of Profit and Loss.

The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

As per our report of even date
For R.K.Govil & Co.
Chartered Accountants
(Firm Registration No. 000748C)

Mani Goyal
Partner
Membership No. : 421929
Place : Ghaziabad
Date : May 30, 2018

A.K. Singhal
President (F&A)

Ajay Gupta
Company Secretary

Sandeep Agarwal
Managing Director

P.K. Rajput
Executive Director

For and on behalf of the Board

DISCLOSURE OF ADDITIONAL INFORMATION PERTAINING TO THE PARENT COMPANY, SUBSIDIARIES AND JOINT VENTURES UNDER SCHEDULE III OF COMPANIES ACT 2013.

Rs.(in Lakh)

NAME OF THE ENTITY	Net Assets (Total Assets - Total Liabilities)		As % of Consolidated Net Assets	Net Assets as on 31.03.2017	As % of Consolidated Profit or Loss	Profit/ (Loss) for the Year Ended on 31.03.2018	As % of Consolidated Profit or Loss	Profit/ (Loss) for the Year Ended on 31.03.2017
	As % of Consolidated Net Assets	Net Assets as on 31.03.2018						
Parent Company								
Alps Industries Limited	98.82%	(37,535.03)	0.53%	(25,987.69)	96.85%	(11,589.07)	89.56%	(10,794.18)
Subsidiary Company								
Alps Energy Pvt. Ltd.	0.52%	(196.26)	0.76%	(196.17)	0.00%	(0.09)	8.03%	(967.60)
Snowflakes Meditech Pvt. Ltd.	0.00%	-	(2.28)%	589.42	3.15%	(376.89)	2.41%	(290.15)
Alps USA Inc.	0.67%	(252.87)	0.99%	(256.31)	0.00%	-	0.00%	-
Minority Interest in all Subsidiaries	9.00		221.56					
Associates (Investment as per the Equity Method)	NOT APPLICABLE							
Joint Ventures (as per proportionate consolidation/Investment as per the Equity Method)	NOT APPLICABLE							

As per our report of even date
For R.K.Govil & Co.
Chartered Accountants
(Firm Registration No. 000748C)

Mani Goyal
Partner
Membership No. : 421929
Place : Ghaziabad
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A.K. Singhal
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Company Secretary

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P.K. Rajput
Executive Director

For and on behalf of the Board

AUDITORS' CERTIFICATE FOR CASH FLOW STATEMENT

We have examined the Cash Flow Statements (Standalone & Consolidated) of Alps Industries Limited for the financial year ended on 31st March 2018, The statement has been prepared by the Company in accordance with the requirements of Regulation 53 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock exchange and is based on and in agreement with the corresponding Profit and Loss Account and the Balance sheet of the Company covered by our report of May 30, 2018 to the members of the Company.

For R.K.Govil & Co.
Chartered Accountants
(Firm Registration No. 000748C)

Place : Ghaziabad
Date : May 30, 2018

Mani Goyal
Partner
Membership No. : 421929
Place : Ghaziabad
Date : May 30, 2018

NOTES

NOTES

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



Alps Industries Limited

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