

Alps Industries Ltd.

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

ALPS/76/SE11/2020-21

April 5, 2021

<p>The General Manager Market Operations Deptt., National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Ph - 91-22-2659 8101 - 8114 Fax : 022 - 26598237/38/ 2659 8100 Email - cmlist@nse.co.in</p>	<p>Ms. Erika D'Sa, (Relationship Manager) Corporate Relationship Deptt., Bombay Stock Exchange Limited, 1ST Floor New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai-400 001. Ph - 022-22728995 Fax: 022 - 22723121 / 3719/2037/2039/2041/2061 Email - intern.erika@bseindia.com , corp.relations@bseindia.com</p>
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SUB : SUBMISSION OF CORPORATE GOVERNANCE REPORT UNDER REGULATION 27(2) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 FOR THE QUARTER AND YEAR ENDED ON MARCH 31, 2021.

Dear Sir,

As required under the Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the following document:-

1. Quarterly Compliance Report on Corporate Governance for the Quarter and Year ended on March 31, 2021.

We hope you will find the same in order.

Thanking you,

Yours faithfully,

For **ALPS INDUSTRIES LIMITED**


(Ajay Gupta)

Company Secretary
& General Manager - Legal

Encl. a/a.

Tel.: +91-120-4161700 (60 Lines)

Telefax.: +91-120-2896041

E-mail : info@alpsindustries.com

Website : www.alpsindustries.com

CIN : L51109UP1972PLC003544

Alps Industries Ltd.

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Uttar Pradesh (India)

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity : **Alps Industries Limited**
2. Quarter ending : **March 31, 2021**

I. Composition of Board of Directors

Titl e (Mr / Ms)	Name of the Direct or	PAN & DIN	Category (Chairper son /Executi ve/ Non- Executiv e/ independ ent / Nominee)	Initial Date of Appoint ment	Date of Re-app ointment	Dat e of Ces sati on	Tenure *	Date of Birth	No. Of directo rship in listed entitie s includ ing this listed entity [in referen ce to Regula tion 17A(1)]	No of Indepen dent Directors hip in listed entitie s includ ing this listed entity [in referen ce to proviso to regulatio n 17A(1)]	Number of membe rshi ps in Audit/ Stakeh older Comm ittee (s) includ ing this listed entity (Refer Regula tion 26(1) of Listing Regula tion s)	No of post of Chair perso n in Audit / Stake holder Comm ittee held in listed entiti es includ ing this listed entity (Refer Regul ation 26(1) of Listin g Regul ations)
Mr.	Sandeep Agarwal & ACEPA4737G	00139439 & ACEPA4737G	Managing Director	01/01/19 93 Rotational	01/04/2020 (Rotational for 3 years)	-	Not Applicable	24-08- 1964	1	0	2	0
Mr.	Pramod Kumar Rajput	00597342 & AAAPR4916R	Whole Time Director	11/12/20 09 Rotational	29/09/2020 (Rotational for 3 years)	-	Not Applicable	06-06- 1956	1	0	0	0
Mr.	Krishna Prabhat & AAKPP4573F	02569624 & AAKPP4573F	Independe nt Director	31/07/20 09	11/02/2018 (For 5 Years)	-	37 Months	06-11- 1947	1	1	2	2
Mr.	Tilak Raj Khosla & ACEPK5528K	02724242 & ACEPK5528K	Independe nt Director	31/07/20 09	11/02/2018 (For 5 Years)	-	37 Months	19-03- 1947	1	1	2	0
Mr.	Pradyum n Kumar & Lamba AANPL8667R	02843166 & AANPL8667R	Independe nt Director	12/12/20 09	11/02/2018 (For 5 Years)	-	37 Months	15-01- 1948	1	1	2	0

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Ms.	Deepika Shergill	07093795 & AAAPO3953E	Independent Director	11/02/2015	11/02/2018 (For 5 Years)	-	37 Months	11-08-1962	1	1	0	0
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Whether Regular chairperson appointed: **No**

Whether Chairperson is related to managing director or CEO: **No**

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	No	Mr. Krishna Prabhat	Chairperson of the committee & Independent Director-Member	31-07-2009	-
		Mr. Sandeep Agarwal	Managing Director & Member	01-01-1993	-
		Mr. Tilak Raj Khosla	Independent Director & Member	31-07-2009	-
		Mr. Pradyumn Kumar Lamba	Independent Director & Member	12-12-2009	-
2. Nomination & Remuneration Committee	No	Mr. Krishna Prabhat	Chairperson of the committee & Independent Director-Member	31-07-2009	-
		Mr. Tilak Raj Khosla	Independent Director & Member	31-07-2009	-
		Mr. Pradyumn Kumar Lamba	Independent Director & Member	12-12-2009	-
3. Risk Management Committee(if applicable)	Not Applicable				
4. Stakeholders Relationship Committee'	No	Mr. Krishna Prabhat	Chairperson of the committee & Independent Director-Member	31-07-2009	-
		Mr. Sandeep Agarwal	Managing Director & Member	01-01-1993	-
		Mr. Tilak Raj Khosla	Independent Director & Member	31-07-2009	-
		Mr. Pradyumn Kumar Lamba	Independent Director & Member	12-12-2009	-



III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
12/11/2020	12/02/2021	Yes	6	4	91

IV. Meetings of Committees

1. AUDIT COMMITTEE

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
12/02/2021	Yes	4	3	12/11/2020	91

2. STAKEHOLDER RELATIONSHIP COMMITTEE

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
12/02/2021	Yes	4	3	12/11/2020	91

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	YES


VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk management committee (applicable to the top 100 listed entities): **Not Applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements) Regulations, 2015.



4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. **Report was placed before the board and adopted by the board.**


Ajay Gupta
Company Secretary &
General Manager-Legal



Date: 05.04.2021
Place: Ghaziabad

Alps Industries Ltd.

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Annexure-I

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.alpsindustries.com
b) Terms and conditions of appointment of independent directors	Yes	www.alpsindustries.com
c) Composition of various committees of board of directors	Yes	www.alpsindustries.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.alpsindustries.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.alpsindustries.com
f) Criteria of making payments to non-executive directors	Yes	www.alpsindustries.com
g) Policy on dealing with related party transactions	Yes	www.alpsindustries.com
h) Policy for determining 'material' subsidiaries	Yes	www.alpsindustries.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.alpsindustries.com
j) Email address for grievance redressal and other relevant details	Yes	www.alpsindustries.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.alpsindustries.com
l) Financial results	Yes	www.alpsindustries.com
m) Shareholding pattern	Yes	www.alpsindustries.com
n) Details of agreements entered into with the media companies and/or their associates	N.A	N.A
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A	N.A
p) New name and the old name of the listed entity	N.A	N.A
q) Advertisements as per regulation 47 (1)	Yes	www.alpsindustries.com
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A	N.A
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.alpsindustries.com

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As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.alpsindustries.com
b) Materiality Policy as per Regulation 30	Yes	www.alpsindustries.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A	N.A

II Annual Affirmations


Particulars	Regulation Number	Compliance status (Yes/No/NA)
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/ compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination & Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	N.A
<i>Meeting of Risk Management Committee</i>	21(3A)	N.A
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N.A
<i>Disclosure of related party transactions on consolidated Basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes



<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	N.A
<i>Maximum Tenure</i>	25(2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	N.A
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.



Ajay Gupta
Company Secretary &
General Manager-Legal

Date: 05.04.2021
Place: Ghaziabad