

# ALOK INDUSTRIES LIMITED

Peninsula Business Park, Tower B, 2nd & 3rd Floor, Ganpatrao Kadam Marg, Lower Parel,  
Mumbai - 400 013. Tel.: 91 22 6178 7000 Fax : 91 22 6178 7118



10<sup>th</sup> April, 2018

To,  
National Stock Exchange of India Ltd,  
Exchange Plaza, 5th Floor,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai-400 051.  
Fax No.: 2659 8237 / 2659 8238

**Subject: - Corporate Governance Report for the quarter and year ended 31st March, 2018 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Scrip Code: - ALOKTEXT**

Dear Sir,

Pursuant to Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Corporate Governance Report for the quarter and year ended 31st March, 2018, for your information and record.

Thanking you,

Yours truly,

**COMPANY SECRETARY**

Encl: a/a

## Corporate Governance Report of Alok Industries Limited for the Quarter and Year ended 31<sup>st</sup> March, 2018.

<b>I. Composition of Board</b>									
Title (Mr. / Mrs. )	Name of the Director	PAN \$ & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure *	No. of Directorship in listed entities including this listed entity <b>{Regulation 25(1)}</b>	Number of Membership in Audit/ Stakeholder Committee(s) including this listed entity. <b>{Regulation 26(1)}</b>	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity. <b>{Regulation 26(1)}</b>	Comments
Mr.	Surinder Kumar Bhoan	AAKPB0324N 00435603	Chairperson- Independent Director - Non- Executive Director	30/03/2015	5 yrs	1	3	2	--
Mr.	Ashok B. Jiwrajka	AACPJ3610K 00168350	Executive Director	12/03/1986	-	1	1	0	--
Mr.	Dilip B. Jiwrajka	AAGPJ8756J 00173476	Executive Director	12/03/1986	-	1	1	0	--
Mr.	Surendra B. Jiwrajka	AACPJ4316L 00173525	Executive Director	12/03/1986	-	1	1	0	--
Mr.	Atanu Sen	AOXPS2472M 05339535	Nominee Director	24/09/2015	-	2	4	0	--
Mr.	Keshav D. Hodavdekar	AAABH4212R 00406556	Independent Director- Non-Executive Director	09/02/2017	5 yrs	2	4	1	--

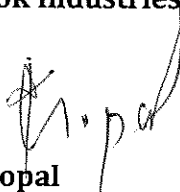
Mr.	Suneet Shukla	ANUPS4529D 02248415	Nominee Director	15/05/2017	-	1	0	0	--
Mr.	Pradeep Kumar Rath	AEZPR2377A 01697520	Nominee Director	14/10/2015	-	1	0	0	--
Mr.	Senthilkumar M A	ASTPS3761K 07421184	Executive Director	24/09/2016	-	1	0	0	--
Mr.	Tulsi Tejwani	AMEPK2214J 07423670	Executive Director	24/09/2016	-	1	0	0	--

<b>II. Composition of Committees-</b>		
<b>Name of Committee</b>	<b>Name of the Committee Members</b>	<b>Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) \$</b>
1. Audit Committee	1. Mr. Surinder Kumar Bhoan	Chairperson- Non-Executive Director- Independent Director
	2. Mr. Keshav D. Hodavdekar	Non- Executive Director- Independent Director
2. Stakeholders Relationship Committee	1. Mr. Surinder Kumar Bhoan	Chairperson-Non-Executive Director- Independent Director
	2. Mr. Ashok B. Jiwrajka	Executive Director
	3. Mr. Dilip B. Jiwrajka	Executive Director
	4. Mr. Surendra B. Jiwrajka	Executive Director
3. Nomination and Remuneration committee	1. Mr. Keshav D. Hodavdekar	Chairperson-Non-Executive Director- Independent Director
	2. Mr. Surinder Kumar Bhoan	Non-Executive Director- Independent Director
	3. Mr. Atanu Sen	Non-Executive Director- Nominee Director

<b>III. Meeting of Board of Directors</b>			
<b>Date(s) of the Meeting (if any) in the previous quarter</b>	<b>Date(s) of the Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings in the number of days.</b>	<b>Remark</b>
14.11.2017*	14.02.2018*	92 days	*As informed to the Stock Exchanges, the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT) has admitted the application filed by the Lenders and commenced Corporate Insolvency Resolution Process against the Company under the Insolvency and Bankruptcy Code, 2016. The NCLT had also appointed Mr. Ajay Joshi as the Resolution Professional (RP) of the Company. As a consequence thereof, the powers of Board of Directors of the Company stand suspended and the said powers are being exercised by the RP. As a result the RP on February 14, 2018 had considered and taken on record the un-audited financial results and limited review for the quarter ended December 31, 2017.

<b>IV. Meeting of Committees</b>				
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of the meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>	<b>Remark</b>
NIL*	N.A	NIL*	N.A	*As informed to the Stock Exchanges, the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT) has admitted the application filed by the Lenders and commenced Corporate Insolvency Resolution Process against the Company under the Insolvency and Bankruptcy Code, 2016. The NCLT had also appointed Mr. Ajay Joshi as the Resolution Professional (RP) of the Company. As a consequence thereof, the powers of Board of Directors of the Company stand suspended and the said powers are being exercised by the RP. As a result the RP on February 14, 2018 had considered and taken on record the un-audited financial results and limited review for the quarter ended December 31, 2017.

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance Status (Yes/ No/ NA)</b>
Whether prior approval of audit committee obtained	N.A
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	N.A

<b>VI. Affirmations</b>
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is yet to be aligned in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. <ol style="list-style-type: none"> <li>a. Audit Committee (Upto 5<sup>th</sup> August, 2017, after which no meeting was required to be held);</li> <li>b. Nomination and remuneration committee;</li> <li>c. Stakeholders relationship committee.</li> </ol> </li> <li>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>4. The meetings of the board of directors and the above committee have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>5. This report and/ or the report submitted in the previous quarter have not been placed before Board of Directors as the powers Board of Directors of the Company stand suspended due to commenced Corporate Insolvency Resolution Process against the Company under the Insolvency and Bankruptcy Code, 2016.</li> </ol>
<p><b>For Alok Industries Limited</b></p>  <p><b>K. H. Gopal</b> Company Secretary</p>

**Format to be submitted by listed entity at the end of the financial year (for the whole financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/ No/NA)</b>	
Details of Business	Yes	
Terms and Conditions of appointment of independent director	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/ No/NA)</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17 (1)	No*
Meeting of Board of Directors	17 (2)	No*
Review of Compliance Reports	17(3)	No*
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	No*
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	No*


Composition of Audit Committee	18(1)	No*
Meeting of Audit Committee	18(2)	No*
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1), (5), (6) (7) & (8)	Yes
Prior Omnibus approvals of Audit Committee for all related party transaction	23 (2), (3)	Yes
Approval for material related party transaction	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	No*
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26 (2) & 26 (5)	Yes

\*As informed to the Stock Exchanges, the Hon'ble National Company Law Tribunal, Ahmedabad Bench (NCLT) has admitted the application filed by the Lenders and commenced Corporate Insolvency Resolution Process against the Company under the Insolvency and Bankruptcy Code, 2016. The NCLT had also appointed Mr. Ajay Joshi as the Resolution Professional (RP) of the Company. As a consequence thereof, the powers of Board of Directors of the Company stand suspended and the said powers are being exercised by the RP.

### III. Affirmations:

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

**For Alok Industries Limited**



**K. H. Gopal**  
Company Secretary