

# ANNEXURE TO DIRECTOR'S REPORT

## Annexure-1

### EXTRACT OF ANNUAL RETURN AS ON 31<sup>ST</sup> MARCH, 2019.

#### FORM MGT-9

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

In accordance with Section 134(3)(a), the web link to access the annual return of the Company is:

<http://www.alokind.com/Downloads/Annual%20Return%2020117-18.pdf>

#### I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L17100DN1986PLC000334
ii.	Registration Date	12 <sup>th</sup> March, 1986
iii.	Name of the Company	Alok Industries limited
iv.	Category/sub-category of the Company	Public Company/ Company limited by shares
v.	Address of the Registered office and Contact details	17/5/1, 521/1, Village Rakholi/Saily, Silvassa, Union Territory Of Dadra & Nagar Haveli Tel: 0260-6637000; Fax: 0260-2645289
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083.

#### 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:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Manufacturing of Textile, leather and other apparel products	260	100

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

Sr. No.	Name of the Company	CIN/GLN	Subsidiary/ Associate/ Joint Venture	% of shares held	Applicable section
1	Alok Infrastructure Limited	U45201MH2006PLC164267	Subsidiary	100	2(87)
2	Alok Singapore Pte Limited	NA	Subsidiary	100	2(87)
3	Alok International Inc	NA	Subsidiary	100	2(87)
4	Alok Worldwide Limited	NA	Subsidiary	100	2(87)
5	Alok International (Middle East) FZE	NA	Subsidiary	100	2(87)
6	New City of Bombay Manufacturing Mills Limited	U17291MH2007GOI195493	Joint Venture	49	--
7	Aurangabad Textiles and Apparel Parks Limited	U17121MH2007GOI195403	Joint Venture	49	--

## 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 (As on 31.03.2018)				No. of Shares held at the end of the year (as on 31.03.2019)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	100,576,311	-	100,576,311	7.30	19,275,411	-	19,275,411	1.40	(5.90)
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	287,638,001	-	287,638,001	20.88	109,158,453	-	109,158,453	7.93	(12.95)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other- Alok Benefit Trust	8,691,000	-	8,691,000	0.63	8,691,000	-	8,691,000	0.63	-
<b>Sub-total (A)(1):-</b>	<b>396,905,312</b>	<b>-</b>	<b>396,905,312</b>	<b>28.81</b>	<b>137,124,864</b>	<b>-</b>	<b>137,124,864</b>	<b>9.96</b>	<b>(18.85)</b>
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
<b>Subtotal(A)(2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	200	200	-	-	200	-	-	-
b) Banks / FI	84,261,860	100	84,261,960	6.12	52,900,154	100	52,900,254	3.84	(2.28)
c) Central Govt	-	-	-	-	10,000	-	10,000	0.00	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others :-									
Foreign Portfolio Investors	10,889,536	2,000,000	12,889,536	0.93	48,132,245	2,000,000	50,132,245	3.64	2.71
<b>Sub-total(B)(1)</b>	<b>95,151,396</b>	<b>2,000,300</b>	<b>97,151,696</b>	<b>7.05</b>	<b>101,042,399</b>	<b>2,000,300</b>	<b>103,042,699</b>	<b>7.48</b>	<b>0.43</b>

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31.03.2018)				No. of Shares held at the end of the year (as on 31.03.2019)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	123,668,688	19,400	123,688,088	8.98	257,043,157	19,400	257,062,557	18.66	9.68
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	274,425,918	452,465	274,878,383	19.95	303,781,236	428,230	304,209,466	22.08	2.23
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	408,577,028	85,500	408,662,528	29.67	508,699,529	70,000	508,769,529	36.94	7.27
c) Others									
(i) Clearing Member	16,741,240	-	16,741,240	1.21	8,330,199	-	8,330,199	0.60	(0.61)
(ii) Market Member	1,703,262	-	1,703,262	0.12	2,676,215	-	2,676,215	0.19	0.07
(iii) Non-Resident Indian (Repat)	15,870,077	8,200	15,878,277	1.15	13,662,035	8200	13,670,235	0.99	(0.16)
(iv) Non Resident Indians (Non-Repat)	7,795,134	-	7,795,134	0.56	8,116,573	-	8,116,573	0.59	0.03
(v) Foreign Companies	-	-	-	-	-	-	-	-	-
(vi) Overseas bodies corporate	-	-	-	-	-	-	-	-	-
(vii) Trusts	60,650	-	60,650	0	42,650	-	42,650	0.0	-
(viii) HUF	33,852,725	600	33,853,325	2.45	33,899,308	600	33,899,908	2.46	0.01
(IX)	-	-	-	-	373,000	-	373,000	0.02	0.02
<b>Sub-total(B)(2)</b>	<b>882,694,722</b>	<b>566,165</b>	<b>883,260,887</b>	<b>64.12</b>	<b>1,136,623,902</b>	<b>5,26,430</b>	<b>1,137,150,332</b>	<b>82.56</b>	<b>18.44</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>977,846,118</b>	<b>2,566,465</b>	<b>980,412,583</b>	<b>71.18</b>	<b>1,237,666,301</b>	<b>2,526,730</b>	<b>1,240,193,031</b>	<b>90.04</b>	<b>18.86</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>1,374,751,430</b>	<b>2,566,465</b>	<b>1,377,317,895</b>	<b>100.00</b>	<b>1,374,791,165</b>	<b>2,526,730</b>	<b>1,377,317,895</b>	<b>100.00</b>	<b>-</b>

**ii. Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		(As on 31-03-2018)			(as on 31-03-2019)			
		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	Ashok B Jiwrajka	31,316,473	2.274	100.00	14,844,206	1.08	100.00	(1.19)
2	Dilip B Jiwrajka	32,070,471	2.328	99.90	1,005,973	0.07	99.80	(2.25)
3	Surendra B Jiwrajka	35,121,035	2.55	100.00	1,356,900	0.10	100.00	(2.45)
4	Chandrakala A Jiwrajka	2,561	0.00	0.00	2,561	0.00	0.00	-
5	Pramila D Jiwrajka	2,061,605	0.15	99.90	2,061,605	0.00	99.90	-
6	Alok A Jiwrajka	4,166	0.00	0.00	4,166	0.00	0.00	-
7	Surendra B Jiwrajka,, Jt with K. H. Gopal*	8,691,000	0.631	100.00	8,691,000	0.63	100.00	-
8	Ashok Realtors Private Ltd	639,320	0.046	100.00	639,320	0.046	100.00	-
9	Alok Knit Exports Limited	286,998,681	20.83	100.00	108,519,133	7.88	100.00	(12.95)
	Total	396,905,312	28.81	100.00	137,124,864	9.96	99.99	(18.85)

\* Trustees on behalf of Alok Benefit Trust

### iii. Change in Promoters Shareholding

Sr. no.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Ashok B Jiwrajka</b>				
	At the beginning of the year	31,316,473	2.27	31,316,473	2.27
	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):	-	-	16,472,267 shares were invoked by Catalyst Trusteeship Limited on 16.04.2018	-
	At the End of the year	31,316,473	2.27	14,844,206	1.08
<b>2</b>	<b>Dilip B Jiwrajka</b>				
	At the beginning of the year	32,070,471	2.33	32,070,471	2.33
	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):	-	-	31,064,498 shares were invoked by Catalyst Trusteeship Limited on 16.04.2018	-
	At the End of the year	32,070,471	2.33	1,005,973	0.07
<b>3</b>	<b>Surendra B Jiwrajka</b>				
	At the beginning of the year	35,121,035	2.55	35,121,035	2.55
	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):	-	-	33,764,135 shares were invoked by Catalyst Trusteeship Limited on 16.04.2018	-
	At the End of the year	35,121,035	2.55	1,356,900	0.10
<b>4</b>	<b>Chandrakala A Jiwrajka</b>				
	At the beginning of the year	2,561	0.00	2,561	0.00
	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):	-	-	-	-
	At the End of the year	2,561	0.00	2,561	0.00

Sr. no.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
5	<b>Pramila D Jiwrajka</b>				
	At the beginning of the year	2,061,605	0.15	2,061,605	0.15
	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):	-	-	-	-
	At the End of the year	2,061,605	0.15	2,061,605	0.15
6	<b>Alok A Jiwrajka</b>				
	At the beginning of the year	4,166	0.00	4,166	0.00
	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):	-	-	-	-
	At the End of the year	4,166	0.00	4,166	0.00
7	<b>Surendra B Jiwrajka, Jt. with K. H. Gopal</b>				
	At the beginning of the year	8,691,000	0.63	8,691,000	0.63
	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):	-	-	-	-
	At the End of the year	8,691,000	0.63	8,691,000	0.63
8	<b>Ashok Realtors Private Limited</b>				
	At the beginning of the year	639,320	0.04	639,320	0.04
	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):	-	-	-	-
	At the End of the year	639,320	0.04	6,39,230	0.04
9	<b>Alok Knit Exports Limited</b>				
	At the beginning of the year	286,998,681	20.83	286,998,681	20.83
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			169,519,775 shares were invoked by Catalyst Trusteeship Limited on 16.04.2018 and 8,959,773 shares were invoked by Primesec Investments Pvt Ltd on 20.08.2018	
	At the End of the year			108,519,133	7.88

iv. Shareholding Pattern of Top Ten Shareholders (other than Directors and Promoters)

Sr. No.	Name of the top 10 shareholders	Shareholding at the beginning of the year(01.04.2018)		Cumulative shareholding during the year (31.03.2019)	
		No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Catalyst Trusteeship Limited	-	-	145,653,152	10.57
2	Indian Opportunities Growth Fund Ltd-Pinewood Strategy	-	-	41,800,000	3.03
3	Life Insurance Corporation of India	35,164,136	2.55	35,164,136	2.55
4	Arya Consolidated Private Limited	-	-	12,564,953	0.91
5	Rajulkumar Shah	-	-	12,181,097	0.88
6	United India Insurance Company Limited	7,610,690	0.55	7,610,690	0.55
7	Alka Sunil Khandelwal	1,073,150	0.08	7,573,150	0.55
8	R K R Investments Services Private Limited	6,150,000	0.44	6,150,000	0.44
9	Deepak Aggarwal	2,947,913	0.21	5,940,016	0.43
10	Jaideep Narendra Sampat	81,00,000	0.59	5,695,542	0.41

v. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	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
	<b>For each of the directors and KMP</b>				
1.	Ashok B Jiwrajka	31,316,473	2.27	14,844,206	1.08
2.	Dilip B Jiwrajka	32,070,471	2.33	1,005,973	0.07
3.	Surendra B Jiwrajka	35,121,035	2.55	1,356,900	0.10
4.	Sunil O Khandelwal	2000	0.00	2000	0.00
5.	K. H. Gopal	0	0	0	0
6.	Tulsi Tejwani	4000	0	4000	0
7.	Senthilkumar M A	0	0	0	0

**V. INDEBTEDNESS**

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

(Rs. in Crore)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Total Indebtedness
<b>Indebtedness at the beginning of the financial year (01.04.2018)</b>			
i) Principal Amount	25,574.08	646.57	26,220.65
ii) Interest due but not paid	6,177.78	47.04	6,224.82
iii) Interest accrued but not due	10.07	-	10.07
<b>Total (i+ii+iii)</b>	<b>31,761.93</b>	<b>693.61</b>	<b>32,455.54</b>
<b>Change in Indebtedness during the financial year (2018-19)</b>			
<b>Net Change</b>	<b>(2,830.18)</b>	<b>(55.63)</b>	<b>(2,885.81)</b>
<b>Indebtedness at the end of the Financial year (31.03.2019)</b>			
i) Principal Amount	23,516.48	581.34	24,097.81
ii) Interest due but not paid	5,408.76	56.65	5,465.40
iii) Interest accrued but not due	6.52	-	6.52
<b>Total (i+ii+iii)</b>	<b>28,931.75</b>	<b>637.98</b>	<b>29,569.73</b>

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sr. No.	Particulars of Remuneration	Name					Total Amount
		Executive Director	Managing Director	Joint Managing Director	Executive Director*	Executive Director*	
		Ashok B Jiwrajka*	Dilip B Jiwrajka*	Surendra B Jiwrajka*	Senthil Kumar M A	Tulsi Tejwani	
1.	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	383,429.00	383,429.00	383,429.00	7,735,089.36	6,866,677.79	15,752,054.15
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-	-
2.	Stock Option	-	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-	-
6.	<b>Total(A)</b>	<b>383,429.00</b>	<b>383,429.00</b>	<b>383,429.00</b>	<b>7,735,089.36</b>	<b>6,866,677.79</b>	<b>15,752,054.15</b>
	Ceiling as per the Act						



- \* The agreement with each of the Executive Directors was for a period of five years which has expired in March 2018. The same was not thereafter renewed since the CIR process had already commenced by then.

**B. Remuneration to other directors:**

**i. Independent Director**

Particulars of Remuneration	Name of Directors		Total Amount
	Surinder Kumar Bhoan	Keshav D. Hodavdekar	
Fees for attending Board/ committee meetings	-	-	-
Commission	-	-	-
Others	-	-	-
<b>Total</b>	-	-	-

**ii. Other Non-executive directors:**

Particulars of Remuneration	Name of Nominee Directors				Total Amount
	Atanu Sen (State Bank of India)	Pradeep Kumar Rath (LIC Of India)	Rajeev Kumar (IDBI Bank Limited)	Suneet Shukla (IFCI Limited)	
Fees for attending Board/ committee meetings	-	-	-	-	-
Commission	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	-	-	-	-	-

**C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD as on 31.03.2019**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary ( K H Gopal)	Chief Financial Officer (Sunil O Khandelwal)	Total
1.	Gross salary			
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act,1961	12,253,846.20	11,892,598.92	24,146,445.12
	(b)Value of perquisites u/s 17 (2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
<b>6.</b>	<b>Total</b>	<b>12,253,846.20</b>	<b>11,892,598.92</b>	<b>24,146,445.12</b>

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

There were no instances of non-compliances nor have any penalties, strictures been imposed by Stock Exchanges or SEBI or any other statutory authority during the last three years on any matter related to the capital markets, except imposition of fines by the National Stock Exchange of India Limited vide email dated December 27, 2016 and letters dated March 26, 2018 and June 17, 2019 in relation to delay in submission of quarterly financial results for the period ending September, 2016, September, 2017 and March, 2019 respectively and by BSE Limited vide letters dated September 19, 2018 and June 17, 2019 in relation to delay in submission of quarterly financial results for the period ending March, 2018, June, 2018 and March, 2019 respectively, required to be submitted with the Stock Exchanges under Clause 41 of the Listing Agreement / Regulation 33 of the SEBI LODR Regulations. The company has provided suitable explanation in this regards and the matter is under consideration of the respective stock exchanges.

The Company has also complied with and adopted the mandatory requirements of SEBI LODR Regulations except (i) non-compliance with respect to submission of financial results mentioned in paragraph (9)(b) above, and (ii) non-compliance with respect to the disclosures and filings required to be submitted by the Company, with respect to non-convertible debentures issued by the Company, with the Stock Exchanges under the SEBI LODR Regulations. The Company has vide e-mail dated 16 November 2018 to SEBI confirmed the compliance of the relevant provisions under the SEBI LODR Regulations dealing with disclosures and submissions required to be made with respect to non-convertible debentures for the period ending September 30, 2018. Further, the Company has sought for relief from the non-compliance of the certain provisions of the SEBI LODR Regulations for the period prior to commencement of the CIR Process of the Company. The matter is under consideration of SEBI.