

# **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



14<sup>th</sup> April, 2016

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 ended 31<sup>st</sup> March, 2016 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 ended 31<sup>st</sup> March, 2016 for your information and record.

Thanking you,

Yours truly,  
**FOR ALOK INDUSTRIES LIMITED**

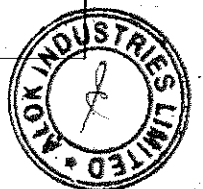
  
**K. H. GOPAL**  
**EXECUTIVE DIRECTOR &**  
**SECRETARY**

Encl: a/a

**Corporate Governance Report of Alok Industries Limited for the Quarter  
Ended 31<sup>st</sup> March, 2016.**

**Format to be submitted by listed entity on quarterly basis.**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./Mrs)</b>	<b>Name of the Director</b>	<b>PAN \$ &amp; DIN</b>	<b>Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee) &amp;</b>	<b>Date of Appointment in the current term/ cessation</b>	<b>Tenure *</b>	<b>No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Requirement)</b>	<b>Number of Membership in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Requirement)</b>	<b>No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Requirement)</b>
Mr.	Surinder Kumar Bhoan	AAKPB0324N 00435603	Chairperson-Independent Director - Non-Executive Director	30/03/2015	5yrs	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



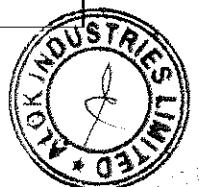
**ALOK INDUSTRIES LIMITED**

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	0	0
Mr.	Kamalkishore C. Jani	ACQPJ3643Q 02535299	Independent Director-Non-Executive Director	24/09/2015	5yrs	3	3	2
Mr.	Sudhir Garg	AEJPG9351D 06777363	Nominee Director	13/02/2014	-	1	1	0
Mr.	Pradeep Kumar Rath	AEZPR2377A 01697520	Nominee Director	14/10/2015	-	1	0	0
Mr.	K. H. Gopal	ADLPG4276G 06430369	Executive Director	10/11/2012	-	1	1	0
Mr.	Sunil O. Khandelwal	AGSPK9505G 06430362	Executive Director	10/11/2012	-	1	0	0
Mr.	Rajeev Kumar	AGVPK0221G 01879049	Nominee Director	28/12/2015	-	1	1	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange & Category of Directors means executive/ non-executive/ independent/Nominee. If Director fits into more than one category write all categories separating them with hyphen  
\*To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of the Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) \$
1. Audit Committee	1. Mr. Surinder Kumar Bhoan	Chairperson- Independent Director- Non- Executive Director
	2. Mr. Kamalkishore Jani	Independent Director- Non- Executive Director
	3. Mr. Rajeev Kumar	Nominee Director
2. Nomination & Remuneration Committee	1. Mr. Kamalkishore Jani	Chairperson- Independent Director- Non- Executive Director
	2. Mr. Surinder Kumar Bhoan	Independent Director- Non- Executive Director
	3. Mr. Sudhir Garg	Nominee Director
3. Stakeholders Relationship Committee	1. Mr. Surinder Kumar Bhoan	Chairperson -Independent Director- Non- Executive Director
	2. Mr. Ashok B. Jiwrajka	Executive Director
	3. Mr. Dilip B. Jiwrajka	Executive Director
	4. Mr. Surendra B. Jiwrajka	Executive Director
	5. Mr. K.H. Gopal	Executive Director

\$ Category of Directors means executive/ non-executive/ independent/Nominee. If Director fits into more than one category write all categories separating them with hyphen



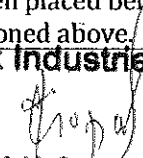
## ALOK INDUSTRIES LIMITED

III. Meeting of Board of Directors		
Date(s) of the Meeting (if any) in the previous quarter	Date(s) of the Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in the number of days.
17.12.2015	30.01.2016	43 days
	12.02.2016	12 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of the meeting of the committee in the previous quarter	Maximum gap between any two consecutive meeting in number of days*
Audit Committee 12.02.2016	YES. The following members were present- 1. Mr. Surinder Kumar Bhoan 2. Mr. Kamalkishore Jani 3. Mr. Rajeev Kumar	17.12.2015	56 days

\*This information has to be mandatorily given for Audit Committee, for rest of the committees giving this information is optional.

V. Related Party Transactions	
Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	YES
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.	YES


VI. Affirmations	
<p>1. The composition of Board of Directors is yet to be aligned in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p style="margin-left: 20px;">a. Audit Committee</p> <p style="margin-left: 20px;">b. Nomination and remuneration committee</p> <p style="margin-left: 20px;">c. Stakeholders relationship committee</p> <p style="margin-left: 20px;">d. Risk management committee (applicable to top 100 companies)</p> <p>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.</p> <p>4. The meetings of the board of directors and the above committee have been conducted in the manner as specified in (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>5. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/ advice of Board of Directors may be mentioned above.</p>	
Name & Designation	<p><b>For Alok Industries Ltd.</b></p>  <b>K. H. Gopal</b> <b>Executive Director &amp; Secretary</b>
<p>Company Secretary/ Compliance Officer/ Managing Director/ CEO</p>	

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

<b>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)	Yes
Review of Compliance Reports	17(3)	Yes
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)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



## ALOK INDUSTRIES LIMITED

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)	Yes
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
<p>Note</p> <ol style="list-style-type: none"> <li>1. In the column "Compliance Status", compliance or non- compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words " N. A." may be indicated.</li> <li>2. If status is " No" details of non -compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p><b>III Affirmations:</b> The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
Name & Designation		For Alok Industries Ltd.
		 <b>K. H. Gopal</b>
Company Secretary / Compliance Officer / Managing Director /		Executive Director & Secretary