

CORPORATE GOVERNANCE REPORT

A detailed report on Corporate Governance for the Financial Year 2016-17 is given below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability. Alankit Limited believes in maintaining high standards of Corporate Governance as a part of its legacy and constitution. Further the Company is also based on the philosophy of fairness, transparency, accountability and dissemination of information which are the basics of Corporate Governance.

The Company is trying to uphold and nurture these core values of Corporate Governance in all respects of its operations. We have undertaken several initiatives towards maintaining the highest standards of Governance.

BOARD OF DIRECTORS

The Board of Directors of the Company are well-qualified, experienced and competent professionals.

Composition of Board of Directors

The Company's Board comprises of 6 (Six) Directors, out of these, 3 (Three) are Independent. The Company has also constituted/re-constituted five committees namely Audit Committee, Nomination & Remuneration Committee, Shareholders Relationship Committee, CSR Committee and Management Committee.

Appointment & Tenure

Director liable to retire by rotation step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election, in accordance with the Articles of Association of the Company.

Board Meetings, Attendance and Directorships of Directors

During the financial year under review, the Board of Directors met 4 (Four) times on **28thMay, 2016, 26thAugust, 2016, 11th November, 2016 & 30thJanuary, 2017** and the attendance of each of the Director in the Board Meetings is as follows:

S. No.	Name of Directors	Category	No. of Board Meetings attended	Number of Directorship in other Companies
1.	Alok Kumar Agarwal	Non-Independent, Non-Executive	4	7
2.	Shyam Kishore Lal	Independent, Non-Executive	2	0
3.	YashjeetBasrar	Independent, Non-Executive	4	10
4.	Ankit Agarwal	Non-Independent Executive	4	4
5.	Pradip Kumar Banerji	Independent Non-Executive	3	1
6.	Preeti Chadha	Non-Independent Executive	4	0

Board Support

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board for consideration. The Company Secretary is also responsible for the preparation of the agenda and convening of the Board Meetings. The Company Secretary attends all the meeting of the Board and its Committees, advises/assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meeting.

COMMITTEES OF THE BOARD

Your Company has Five Committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Shareholder Relationship Committee
4. Management Committee
5. CSR Committee

1. Audit Committee:

Audit Committee of the Board is constituted to provide the assistance in financial and other allied matters to the Board of Directors of the Company. The Audit Committee consists of following members:

Name	Category
Yash Jeet Basrar	Chairman
Shyam Kishore Lal	Member
Preeti Chadha	Member

Objective of Audit Committee

The Objective of the Audit Committee is to oversee the financial reporting process and to ensure that the financial statement of the Company is correct, sufficient and credible. The roles and powers of the Audit Committee is prescribed in Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Agreement with the Stock Exchanges. The terms of reference of the Audit Committee are broadly as follows:

The terms of reference of Audit Committee are as follows:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- 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.
- Establish and Monitor Vigil Mechanism.
- Monitor Compliance Mechanism.
- Compliance of Internal Financial Controls and Risk Management.

Meetings of the Audit Committee:

The Audit Committee met 4 times during the year on 28.05.2016, 26.08.2016, 11.11.2016 and 30.01.2017. The gap between two meetings was not more than 4 months. The attendance record of the members is as follows:

S. No.	Name	Category	No. of Meetings Held	No. of Meetings Attended
1.	YashjeetBasrar	Chairman	4	4
2.	Shyam Kishore Lal*	Member	4	1
3.	Preeti Chadha	Member	4	4
4.	Pradip Kumar Banerji*	Member	4	1

*Audit committee of the Board of Directors of the Company was re-constituted w.e.f. 28th May, 2016 in which Mr. Shyam Kishore Lal was appointed and Mr. Pradip Kumar Banerji resigned.

2. Nomination & Remuneration Committee:

It consists of following:

Name	Category
Mr. YashjeetBasrar	Chairman
Mr. Alok Kumar Agarwal	Member
Mr. Pradip Kumar Banerji	Member
Mr. Shyam Kishore Lal	Member

The terms of reference of Nomination & Remuneration Committee are as follows:

- The Committee shall identify 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.
- It shall 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.

3. Shareholder Relationship Committee:

Shareholders'/Investor Grievance committee of the Board of Directors of the Company was reconstituted and name of the Committee was changed to comply with the provisions of Section 178(5) of the Companies Act, 2013. The Committee was constituted to ensure the transfer of shares within the stipulated time period and to redress shareholders' complaints such as transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. The Shareholder Relationship Committee consists of the following:

Name	Category
Mr. Yash Jeet Basrar	Chairman
Mr. Shyam Kishore Lal	Member
Mr. Pradip Kumar Banerji	Member
Mrs. Preeti Chadha	Member

During the year, 2 complaints were received from shareholders and investors. All the complaints have been resolved to the satisfaction of the complainants and no investor complaint was pending at the beginning or at the end of the year. The Company has acted upon all valid requests for share transfer received during 2016-17 and no such transfer is pending.

Meetings of the Share Transfer and Shareholders'/Investors' Grievance Committee (named earlier):The Committee did not meet in the financial year 2016-17 as the shares are held in demat form and the investor grievances are being handled by the Registrar and Share Transfer Agent of the Company.

4. Management Committee

The management committee consists of the following members:

Name	Category
Mr. Alok Kumar Agarwal	Chairman
Mr. Yashjeet Basrar	Member
Mr. Ankit Agarwal	Member
Mrs. Preeti Chadha	Member

5. CSR Committee:

CSR Committee consists of the following member:

Name	Category
Mr. Yashjeet Basrar	Chairman
Mr. Ankit Agarwal	Member
Mr. Alok Kumar Agarwal	Member

GENERAL BODY MEETINGS

Details of last three Annual General Meetings of the Company are as follows:

Description of Meetings	Date	Venue of AGM	Time	No. of Special resolution passed
27 th AGM	08.08.2016	Mohan Vilas, Main G.T. Karnal Road, Delhi-110036	10:00 AM	1
26 th AGM	10.08.2015	Mohan Vilas, Main G.T. Karnal Road, Delhi-110036	10:00 AM	6
25 th AGM	05.07.2014	2nd Floor, Vikas Surya Plaza, Mangalam Place, Sector-3, Rohini, New Delhi-110085	10:0 AM	5

- 4 Special Resolutions and 1 Ordinary Resolution was passed through postal ballot vide notice dated 26.08.2016. Details of resolutions are given below:

Details of Agenda	Resolution passed
Increase in Authorized Share Capital	Special Resolution
Alteration in Capital Clause of Memorandum of Association-(Authorized Capital)	Special Resolution
Issue of Bonus Shares	Ordinary Resolution
Sub-Division of 1 Equity Shares of face value of Rs. 2/- each into 2 Equity Shares of face value of Re 1/- each.	Special Resolution
Alteration in Capital Clause of Memorandum of Association-(Sub-division)	Special Resolution

DISCLOSURE

1. Related Parties Transactions as required under Accounting Standard (AS-18) are furnished as Note No. 33 and attached to & forming part of Balance Sheet & Statement of Profit & Loss for the financial year ended on 31st March, 2017.
2. The Company has complied with all the legal provisions of the Companies Act, 2013 and no penalty has been imposed by the stock exchanges on the Company during the last 3 years. However, SEBI vide order dated 11.02.2014 imposed a penalty of Rs. 6 Lakhs on the company for non compliance with the Regulation 8(3) of the Takeover Regulations for previous years.
3. There is no pecuniary relationship or transaction with Independent/Non-executive Director.
4. None of transactions with any of related parties were in conflict with the interest of the Company.
5. The Company has fulfilled the following Discretionary requirements as prescribed in Part-E of Schedule II of Corporate Governance of the Listing Agreements entered into with the Stock Exchanges:
 - (a) The Company has adopted a Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior.
 - (b) The Statutory Financial Statements of the Company are unqualified.

INTERNAL FINANCIAL CONTROLS AND RISK MANAGEMENT

The Company has systems for corporate risk assessment and mitigation. Business risk assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Corporate Policies. There is an ongoing process to track the evolution of the risks and delivery of mitigating action plans. The procedures adopted provide the Management an assurance on the internal processes and systems.

MEANS OF COMMUNICATION

Effective communication of information is an essential component of corporate governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes managements-shareholders relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in newspapers. These results are also made available on the website of the Company, viz. <http://www.alankit.in/>.

CODE OF CONDUCT

Code of conduct for the Directors and senior management was adopted by the Board. This code has been laid down with a view to promote good corporate governance and is applicable to all the Directors and Senior Management of the Company. This code of conduct is also available on the website of the Company, viz., <http://www.alankit.in/>.

CFO CERTIFICATION

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Directors has signed a Certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control system, which is given separately herewith.

COMPLIANCES UNDER LISTING AGREEMENT

Company is regularly complying with the provisions of the Listing Agreement. Information's, certificates and returns as required under Listing Agreement are sent to the stock exchanges within the prescribed time.

INFORMATION ON DEVIATION FROM ACCOUNTING STANDARDS, IF ANY

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2016-17.

CERTIFICATE ON CORPORATE GOVERNANCE BY PRACTISING COMPANY SECRETARY

The Certificate on compliance of the Listing Agreement relating to Corporate Governance by a Practising Company Secretary has been obtained.

GENERAL SHAREHOLDERS INFORMATION

i	Annual General Meeting Day, Date, Time & Venue	Tuesday, 26 th September, 2017, 10 AM Mohan Vilaas, GT Karnal Road, Delhi
ii	Financial Year	2016-17
iii	Date of Book Closure	20 th September, 2017 to 26 th September, 2017
iv	Dividend Payment	Re. 0.10/- per share of face value of Re. 1 each
v	Listing on Stock Exchange	Bombay Stock Exchange Limited National Stock Exchange Limited
vi	Scrip Code Scrip ID ISIN	531082 ALANKIT INE914E01040

SHARE TRANSFER SYSTEM

The Board of Directors have delegated the power of approving the transfer, transmission of shares and other matters like consolidation of share certificates, issue of duplicate share certificates, dematerialization / rematerialisation of shares, to registrar & share transfer agents of the Company. All the matters are approved by RTA regularly.

Presently, the share transfer instruments which are received in physical form are being processed by R&T Agent, Alankit Assignments Limited and the share certificates are dispatched within a period of 30 days from the date of receipt thereof, subject to documents being complete and valid in all respects. The request for dematerialization of shares are also processed by R&T Agent within stipulated period of 21 days and uploaded with the concerned depositories.

The Company obtains half-yearly certificate of compliance related to the share transfer formalities from Company Secretary in practice as required under the Listing Agreement with Stock Exchanges and files a copy of certificate with Stock Exchanges on or before due date.

SHAREHOLDING PATTERN

As on 31st March, 2017, the Paid up Share Capital of the Company is Rs. 14,29,58,100/- (Rupees Fourteen Crores Twenty Nine lakh Fifty Eight thousand One hundred only) divided into 14,29,58,100 (Fourteen Crores Twenty Nine lakh Fifty Eight thousand One hundred) Equity Shares of Re. 1/- each. The shareholding pattern of the Company as on 31st March, 2017 is as follows:

Category	No. of Shares held	Percentage of Shareholding
A. Promoters Holding Indian		
1. Individual	5200000	3.64
2. Body Corporate	29600000	20.70
Sub-Total	34800000	24.34
B. Non-Promoter's Holding		
3. Institutional Investors		
a. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)	80838	0.06
4. Non Institutional Investors		
a. Bodies Corporate	89475024	62.59
b. Individuals	17341362	12.13
c. NRIs	1240876	0.87
d. OCBs	20000	0.01
Sub-Total	108158100	75.66
GRAND TOTAL	142958100	100.00

DISTRIBUTION OF EQUITY SHARES

Total Number of Equity Shares - 14,29,58,100
Paid up value per share - Re. 1/- each

DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH, 2017

Shareholding (No. of Shares)	Number of Shareholders	% of shareholders	Number of Shares	% of Shareholding
1 to 5000	6711	93.03	5148084	3.60
5001 to 10000	234	3.24	1705868	1.19
100001 to 20000	105	1.46	1595683	1.12
20001 to 30000	40	0.55	1005713	0.70
30001 to 40000	29	0.40	1074125	0.75
40001 to 50000	15	0.21	686659	0.48
50001 to 100000	31	0.43	2087159	1.46
100001 and above	49	0.68	129654809	90.70
TOTAL	7214	100.00	142958100	100.00

MARKET PRICE DATA – BSE (Figures in Rs.)

MONTH	OPEN	HIGH	LOW	CLOSE	TOTAL TURNOVER
April	101.00	110.40	99.10	107.00	50,70,02,319
May	107.50	130.00	89.00	118.40	22,84,17,767
June	116.05	164.60	113.00	129.25	29,07,58,109
July	123.00	146.00	123.00	132.05	14,68,43,402
August	138.50	164.95	116.00	142.40	22,34,68,611
September	142.15	160.10	127.10	140.40	23,02,68,293
October	142.00	146.05	68.00	74.00	33,05,13,799
November*	72.30	74.05	47.00	57.85	18,15,65,499
December	57.20	69.75	27.95	31.80	36,34,09,520
January	31.70	38.55	31.45	36.45	29,12,18,817
February	36.90	39.65	27.85	27.90	39,88,49,777
March	27.90	29.00	17.35	23.50	39,93,57,986
*Due to issue of Bonus shares and splitting of Paid up value of Equity shares from Rs. 2 each to Re. 1 each.					

MARKET PRICE DATA – NSE (Figures in Rs.)

MONTH	OPEN	HIGH	LOW	CLOSE	TOTAL TURNOVER (Rs. In lakh)
April	101.10	110.30	99.05	106.70	10807.95
May	106.00	129.85	91.75	117.25	8650.32
June	116.50	163.90	112.65	130.60	10975.04
July	130.20	147.00	123.10	130.55	4315.14
August	132.90	157.50	117.55	142.25	10314.50
September	143.00	159.75	127.65	138.70	6533.61
October	141.90	146.80	67.70	75.10	12813.87
November*	75.00	75.00	46.75	57.85	4581.75
December	57.90	69.50	28.10	31.75	11732.86
January	32.45	38.45	31.30	36.35	11164.32
February	36.70	37.45	27.80	27.90	11776.57
March	27.90	28.80	17.40	23.55	15469.99
*Due to issue of Bonus shares and splitting of Paid up value of Equity shares from Rs. 2 each to Re. 1 each.					

DEMATERIALIZATION OF SHARES

The Shareholders of the Company have the option to dematerialize their shares. Company has an agreement with NSDL & CDSL for Dematerialization of Shares. Status of Issued Share Capital as on 31.03.2017 is as follows:

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form	14,13,95,960	98.91
Physical Form	15,62,140	1.09
Total	14,29,58,100	100.00

REGISTERED OFFICE:

205-208, Anarkali Complex,
Jhandewalan Extension,
New Delhi-110055

REGISTRAR AND SHARE TRANSFER AGENT:**Alankit Assignments Limited**

1E/13, Jhandewalan Extension,
New Delhi-110055
Ph No. 011-42541234
Fax: 011-42541967

INVESTOR CORRESPONDENCE MAY BE ADDRESSED TO:**Preeti Chadha****Company Secretary**

Alankit Limited
205-208, Anarkali Complex,
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New Delhi-110055
Ph No. 011-41540028
Fax: 011-41540028
E-mail id: preeti1@alankit.com
Website: <http://www.alankit.in/>

On behalf of the Board of Directors

ALOK KUMAR AGARWAL
CHAIRMAN

DATE: 30.05.2017
PLACE: NEW DELHI