

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

A detailed report on Corporate Governance for the Financial Year 2017-18 is given below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Principles of Good Corporate Governance are based on transparency, accountability and focus on the sustainable success of the Company. Alankit Limited believes in maintaining high standards of Corporate Governance as a part of its legacy and constitution.

The Company is trying to uphold and nurture these core values of Corporate Governance in all respects of its operations. The Company believes in maximizing its shareholders' value following transparency and fairness towards all its stakeholders' viz. customers, business partners, investors, human capital, the government and the society. The Company practices ethical standards in all its dealings. The Company has been following principles of transparency and adequacy in all the disclosures through Annual Reports, financial results and other documents submitted to stock exchanges.

BOARD OF DIRECTORS

The Board is overall responsible to oversee the general affairs, performance and long –term success of business as a whole to protect the long-term interest of the stakeholders.

Composition of Board of Directors

The Board of your Company has a good mix of Executive and Non-Executive Directors with half of the Board comprising Independent Directors. As on the date of this Report, the Board consists of Eight Directors comprising one Non-Executive Chairman/Director, four Independent Directors, three Executive Directors and Women Director. The Independent Directors meet the criteria prescribed for an Independent Director as stipulated in Regulation 16(1)(b) of the SEBI(LODR) and Section 149(6) of the Companies Act, 2013. The Composition of the Board is in conformity with Regulation 17 of the SEBI (LODR) and Section 149 of the Companies Act, 2013.

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

First Board Meeting	30th May, 2017
Second Board Meeting	9th August, 2017
Third Board Meeting	14th November, 2017
Fourth Board Meeting.	10th February, 2018

Composition and Category of Directors, attendance of each Director at the Board Meetings. Number of Directorship(s)/Committee Membership(s)/Chairmanship(s) as on 31st March, 2018:

S. No.	Name of Directors	Category	No. of Board Meetings attended	Directorship (s) in other Companies	Number of Committees#	
					Membership(s) held in other Companies	Chairmanship(s) held in other Companies
1.	Alok Kumar Agarwal	Non-Independent, Non-Executive	3	12	-	-
2.	Ankit Agarwal	Non-Independent, Executive	4	6	-	-
3.	Yash Jeet Basrar	Independent, Non-Executive	4	12	-	-
4.	Shyam Kishore Lal	Independent, Non-Executive	2	-	-	-
5.	Pradip Kumar Banerji	Independent Non-Executive	3	-	-	-
6.	Ashok Shantilal Bhuta	Independent Non-Executive	-	-	-	-
7	Pravin Kumar Bansal [^]	Non Independent, Executive	2	1	-	-
8	Preeti Chadha	Non Independent, Executive	4	-	-	-

*Ashok Shantilal Bhuta was appointed as Additional Director designated as Independent in Board Meeting held on 30th May, 2018

[^]Pravin kumar Bansal was appointed as Additional Director on the Board on 01st November, 2017.

only covers Membership / Chairpersonship of Audit Committee and Stakeholders Relationship Committee of public limited companies.

##Excluding Foreign Companies, Section 8 Companies and Alternate Directorships.

@All the Directors have attended the 28th Annual General Meeting held on 26th September, 2017 except Mr. Pradip Kumar Banerji and Mr. Shyam Kishore Lal.

• Section 165 of the Companies Act, 2013:

1) None of the Directors of the Company holds office of directorships in more than 20 companies. This includes alternate directorships, private limited companies and Section 8 companies.

2) None of the Directors of the Company holds office of directorships in more than 10 public limited companies. This includes directorship in private companies that are either holding or subsidiary company of a public company

• Regulation 25 of the Listing Regulations:

1) None of the Directors of the Company serve as an Independent Director in more than 7 listed companies.

2) None of the Whole-Time Directors of the Company serve as an Independent Director in any listed company

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:

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Section 177 of the Companies Act, 2013 ("the Act") and Regulation 18 of Listing Regulations, as applicable, besides other terms as referred by the Board of Directors. 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. All members of the Audit Committee are financially literate and have related financial management expertise by virtue of their comparable experience and background.

Audit Committee consists of following members:

Name	Category
Yash Jeet Basrar	Chairman
Ashok Shantilal Bhuta	Member
Preeti Chadha	Member

***Audit Committee was reconstituted on 30th May, 2018, accordingly, Mr. Ashok Shantilal Bhuta become member of the Audit Committee and Shyam Kishore Lal tender his resignation from the committee.**

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 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;
- reviewing with the management quarterly results and annual financial statements before submission to the Board for approval;
- 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.	Yash Jeet Basrar	Chairman	4	4
2.	Shyam Kishore Lal*	Member	4	2
3.	Preeti Chadha	Member	4	4

***Audit Committee was reconstituted on 30th May, 2018, accordingly, Mr. Ashok Shantilal Bhuta become member of the Audit Committee and Shyam Kishore Lal tender his resignation from the committee.**

2. Nomination & Remuneration Committee:

It consists of following:

Name	Category
Mr. Yash Jeet Basrar	Chairman
Mr. Alok Kumar Agarwal	Member
Mr. Ashok Shantilal Bhuta	Member

*** Nomination & Remuneration Committee was reconstituted on 30th May, 2018, accordingly, Mr. Ashok Shantilal Bhuta become member of the Nomination & Remuneration Committee and Shyam Kishore Lal and Pradip Kumar Banerji tender their resignation from the committee.**

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.

Meetings of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee met 2 times during the year on 14.11.2017 and 10.02.2018. The attendance record of the members is as follows:

S. No.	Name	Category	No. of Meetings Held	No. of Meetings Attended
1.	Yash Jeet Basrar	Chairman	2	2
2.	Shyam Kishore Lal*	Member	2	1
3.	Alok Kumar Agarwal	Member	2	2
3.	Pradip Kumar Banerji	Member	2	1

3. Stakeholders Relationship Committee:

The Committee was constituted to oversee the transfer of shares within the stipulated time period and to redress shareholders' complaints such as transfer/transmission 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 2017-18 and no such transfer is pending. The Committee has met one time during the year on 10th February, 2018.

4. Meeting of Independent Directors

The independent directors have met on 22nd March, 2018 without the presence of non-independent directors. The independent directors have evaluated the performance of Chairperson of the Board, non-independent directors and of the Board during the year and quality of board performance, timeliness of flow of information with the Board.

5. Management Committee

The management committee consists of the following members:

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

6. CSR Committee:

The Committee oversees, inter-alia, corporate social responsibility and other related matters as may be referred by the Board of Directors and discharges the roles as prescribed under Section 135 of the Act which includes formulating and recommending to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company, as per Schedule VII to the Act; recommending the amount of expenditure to be incurred; and monitoring the CSR Policy of the Company. The Committee has met one time during the year on 07th March, 2018.

CSR Committee consists of the following member:

Name	Category
Mr. Yash Jeet Basrar	Chairman
Mr. Ankit Agarwal	Member
Mr. Alok Kumar Agarwal	Member

GOVERNANCE OF SUBSIDIARY COMPANIES

The minutes of the Board Meetings of the subsidiary companies along with the details of significant transactions and arrangements entered into by the subsidiary companies are shared with the Board of Directors on a quarterly basis. The financial statements of the subsidiary companies are presented to the Audit Committee. The Company does not have a material subsidiary as on the date of this report, having a net worth exceeding 20% of the consolidated net worth or income of 20% of the consolidated income of your Company. The information in respect of the loans and advances in

the nature of loans to subsidiaries pursuant to Regulation 34 of the Listing Regulations is provided in Notes to the standalone financial statements.

GENERAL BODY MEETINGS

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

Description of Meetings	Date	Time	No. of Special resolution passed	Venue
28 th AGM	26.09.2017	10:00 AM	0	Mohan Vilas, Main G.T. Karnal Road, Delhi- 110036
27 th AGM	08.08.2016	10:00 AM	1	
26 th AGM	10.08.2015	10:00 AM	6	

- 4 Special Resolutions was passed through postal ballot and Remote E-Voting vide notice dated 14th November, 2017. Details of resolutions are given below:

Details of Agenda	Resolution passed
Approval of Related Party Transactions	Special Resolution
Appointment and Fixation of Remuneration of Mr. Pravin Kumar Bansal as Whole-Time Director	Special Resolution
Increase in Remuneration of Mr. Ankit Agarwal, Managing Director of the Company	Special Resolution
To Execute Royalty Agreement	Special Resolution

DISCLOSURE

1. Related Parties Transactions as required under Accounting Standard (AS-18) are furnished as Note No. 30 and attached to & forming part of Balance Sheet & Statement of Profit & Loss for the financial year ended on 31st March, 2018.
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.
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 of conduct is also available on the website of the Company, viz., <http://www.alankit.in/>. For the year under review, all directors and members of management have affirmed their adherence to the provisions of the Code.

PREVENTION OF INSIDER TRADING

The Board has approved a Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and Share Dealing Code for Prevention of Insider Trading in terms of SEBI (Prevention of Insider Trading) Regulations, 2015. The code ensures that the employees deal in the shares of the Company only at a time when any price sensitive information that could be known to the employee is also known to the public at large. This code is applicable to designated employees and directors of the Company.

CFO CERTIFICATION

In accordance with SEBI (LODR) Regulations, 2015, Mr. Ankit Agarwal, the Managing Director and Mr. Santoshi Lal Gupta, the CFO of the Company, have inter alia, certified and confirmed to the Board about the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the Audit Committee.

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.

STRICTURES AND PENALTIES

During the year, no penalties or strictures have been imposed on the Company by any stock exchange, SEBI or other statutory authority on matters relating to the capital markets.

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 2017-18.

CERTIFICATE ON CORPORATE GOVERNANCE BY PRACTISING CHARTERED ACCOUNTANT

The Certificate on compliance of the Listing Agreement relating to Corporate Governance by a Practicing Chartered Accountant has been obtained.

GENERAL SHAREHOLDERS INFORMATION

i	Annual General Meeting Day, Date, Time & Venue	10 AM Mohan Vilaas, GT Karnal Road, Delhi
ii	Financial Year	2017-18
iii	Date of Book Closure	22.09.2018 to 28.09.2018
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.

CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2018

Category	No. of Shares held	Percentage of Shareholding
A. Promoters Holding Indian		
1. Individual	13700847	9.58
2. Body Corporate	83600000	58.48
Sub-Total	97300847	68.06
B. Non-Promoter's Holding		
3. Institutional Investors		
a. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)	5273350	3.69
4. Non Institutional Investors		

a. Bodies Corporate	19146890	13.39
b. Individuals	19799895	13.85
c. NRIs	1417118	0.99
d. OCBs	20000	0.01
Sub-Total	45657253	31.94
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, 2018

Shareholding (No. of Shares)	Number of Shareholders	% of shareholders	Number of Shares	% of Shareholding
1 to 5000	15067	96.52	7664115	3.60
5001 to 10000	276	1.77	2045923	1.19
10001 to 20000	114	0.73	1713428	1.12
20001 to 30000	47	0.30	1146429	0.70
30001 to 40000	24	0.15	848349	0.75
40001 to 50000	16	0.10	766858	0.48
50001 to 100000	27	0.17	1998549	1.46
100001 and above	40	0.26	126774449	90.70
TOTAL	15611	100.00	142958100	100.00

MARKET PRICE DATA - BSE (Figures in Rs.)

MONTH	OPEN	HIGH	LOW	CLOSE	TOTAL TURNOVER
April	23.95	24.30	22.00	22.45	1,90,51,374
May	23.05	28.75	20.40	27.95	19,71,96,327
June	28.50	38.50	27.60	33.75	35,48,17,282
July	34.00	35.90	33.25	34.95	9,84,04,757
August	35.90	37.45	32.20	36.90	13,74,80,386
September	37.70	37.70	31.00	32.25	36,33,51,412
October	32.90	37.60	30.50	35.70	64,39,23,832
November	36.45	50.30	34.35	45.00	67,05,26,064
December	45.45	69.70	42.25	69.55	14,76,25,777
January	70.90	88.65	59.30	62.95	15,88,41,712
February	64.00	66.05	46.55	56.60	4,73,45,961
March	56.00	58.50	41.00	42.20	5,76,95,124

MARKET PRICE DATA - NSE (Figures in Rs.)

MONTH	OPEN	HIGH	LOW	CLOSE	TOTAL TURNOVER (Rs. In lakh)
April	24.00	24.30	22.15	22.50	7,11,62,506
May	22.80	28.70	20.50	27.90	1,63,86,16,389
June	28.30	38.40	27.50	33.80	1,50,30,38,694

July	33.05	35.85	33.05	35.20	22,93,38,162
August	35.05	37.20	32.95	36.85	33,26,45,108
September	37.50	37.50	31.60	32.30	81,11,73,240
October	32.10	37.65	30.35	35.70	1,31,03,43,447
November	35.70	50.35	34.25	45.00	1,65,34,86,053
December	46.00	69.90	42.15	69.65	72,69,30,917
January	72.00	88.75	60.10	63.15	95,40,69,567
February	64.40	66.50	46.50	56.50	34,04,19,739
March	57.00	58.55	41.40	42.50	31,11,50,202

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

Bifurcations of shares held in physical and demat form as on 31st March, 2017

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form	14,15,83,060	99.04
Physical Form	13,75,040	0.96
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**

3E/7, Jhandewalan Extension,
New Delhi-110055
Ph No. 011-42541234
Fax: 011-42541967

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

Alankit Limited
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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: 30.05.2018
PLACE: NEW DELHI**