

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



2 June 2021

<u>BSE Limited</u> Listing Department, P.J. Towers, Dalal Street, Mumbai - 400 001 Fax No.: 2272 2037 / 2272 2039 Scrip Code.521070	<u>National Stock Exchange of India Limited</u> Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051 Fax No.: 2659 8237 / 2659 8238 Symbol: ALOKINDS
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Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March, 2021

Please find enclosed herewith the Annual Secretarial Compliance Report for the year ended 31st March, 2021 received from M/s. Virendra G. Bhatt, Practicing Company Secretary, pursuant to Regulation 24(A) of the SEBI (LODR) Regulation, 2015 read with SEBI Circular No CIR/CFD/CMD 1/27/2019 dated 8th February, 2019.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For Alok Industries Limited

Hitesh Kanani
Company Secretary and
Compliance Officer

Membership No. F6188

Virendra Bhatt

Company Secretary

Office :

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SECRETARIAL COMPLIANCE REPORT OF THE ALOK INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021

1. I, Virendra G. Bhatt, Practicing Company Secretary, have examined:

- (a) all the documents and records made available to me and explanation provided by the **Alok Industries Limited** having CIN: **L17110DN1986PLC000334** ("the listed entity") arising from the compliances of specific Regulations listed under Clause 2 of this report;
- (b) the filings or submissions made by the Listed Entity to the stock exchanges in connection with the above;
- (c) website of the Listed Entity; and
- (d) all other documents, fillings or submission on the basis of which this certification is given,

for the financial year ended 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- ### 2. The specific Regulations, whose provisions and the Circulars / Guidelines issued thereunder, have been examined, include:-
- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - (Not applicable during the review period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - (Not applicable during the review period);
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not applicable during the review period);
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - (Not applicable during the review period);
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - (Not applicable during the review period);

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the applicable provisions of the above Regulations and circulars / guidelines issued thereunder except in respect of the matters specified below:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
-	N.A.	N.A.	N.A.



(b) Pursuant to the implementation of the Resolution Plan, Reliance Industries Limited ('RIL') and JM Financial Asset Reconstruction Company Limited ('JMFARC') (acting in its capacity as Trustee of ARC Trust) have taken joint control of the Company. RIL has been classified as the Promoter of the Company. Since JMFARC (acting in its capacity as Trustee of ARC Trust) is the 'Persons Acting in Concert' (PAC) with RIL but considering that there is no provision for PAC in the prescribed format of shareholding pattern, they have been shown as part of the Promoter group with explanatory note. Further, the outgoing promoters of the Company, in accordance with the Approved resolution Plan, has been reclassified as 'non-promoters' and their shareholding is classified as 'non-promoter non-public' pursuant to receipt of the approvals from the Stock Exchanges.

(c) The Monitoring Committee has on 10th September, 2020, allotted 115,32,00,000 equity shares of the face value of Re. 1/- (Rupee One Only) each arising out of conversion of debt to equity to the Reliance Industries Limited, allotted 160,14,00,000 equity shares of the face value of Re. 1/- (Rupee One Only) each arising out of conversion of debt to equity to the JM Financial Asset Reconstruction Company Limited (acting in its capacity as Trustee of JMFARC-March 2018 - Trust); and reduced the capital by cancellation and extinguishment of 10,827 equity shares of the face value of Re. 1/- held by the Promoters of the Company.

With effect from 14th September, 2020, the Monitoring Committee stood dissolved, the erstwhile Board of Directors vacated their office and the Board has been reconstituted with new members.

(d) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.

(e) The following are the details of actions taken against the listed entity / its promoters / directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures Issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practicing Company Secretary, if any.
1.	The Securities	Violations of provision of	The Securities and Exchange Board of	The Company challenged the



	<p>and Exchange Board of India</p>	<p>regulations 51(1), 51(2) read with Part B of schedule III (Clauses A1, A4, A9), 52(4), 52(5) and 54(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p>	<p>India vide its Adjudication Order No.: Order/SR/SM/2020-21/8433/47 dated 30th July, 2020 imposed penalty of Rs. 12,00,000/- on the Company.</p>	<p>order dated 30th July, 2020 passed by the Adjudicating Officer ('AO') of the Securities and Exchange Board of India ('SEBI') before the Securities Appellate Tribunal ('SAT') Mumbai and SAT vide its order dated 01st December, 2020 quashed the Order of the AO of the SEBI.</p> <p>SEBI had filed a Civil Appeal before the Hon'ble Supreme Court of India challenging the Order dated 01st December, 2020 passed by the Hon'ble SAT quashing and setting aside the order passed by the AO.</p> <p>The Company has filed its counter affidavit with the Hon'ble Supreme Court and matter is pending before the said Court.</p>
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(f) The listed entity has taken the following actions to comply with the observations made in previous report:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p>Filing of Financial Results under Regulation 33(3)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>The Company has delayed in filing of Financial Result for the quarter and year ended 31st March, 2019.</p>	31 st March, 2020	The Company has already taken required action	The Company has undertaken requisite compliance.
2.	<p>Filing of Financial Results under Regulation 52(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>During the review period, the Company has delayed in filing of Financial Result (For Listed non-convertible Debt Securities) for the quarter and year ended 31st March, 2019.</p>	31 st March, 2020	The Company has already taken required action.	The Company has undertaken requisite compliance.



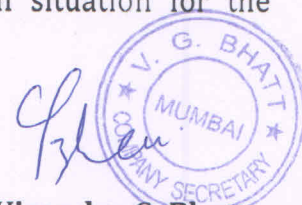
3.	<p>Quarterly filing of Shareholding Pattern under Regulation 31(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 -</p> <p>During the review period, as per the information received from the Company, it received in-principle approval from the Stock Exchange on 17th February, 2020, the new Shareholding Pattern for the Period Ended 19th February, 2020 (Reduction in Share Capital) has been filed on 03rd March, 2020 instead of 29th February, 2020.</p>	31 st March, 2020	The Company has already taken required action.	The Company has undertaken requisite compliance.
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(g) I have conducted online verification and examination of records, as facilitated by the Company due to Covid-19 and subsequent lockdown situation for the purpose of issuing this Report.

Date: 24th April, 2021

Place: Mumbai

UDIN: A001157C000398202



Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 491/2016