

ALOK INDUSTRIES LIMITED

Peninsula Business Park, Tower B, 2nd & 3rd Floor, Ganpatrao Kadam Marg, Lower Parel,
Mumbai - 400 013. Tel.: 91 22 6178 7000 E-mail: investor.relations@alokind.com



30th May, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051

Scrip Code: 521070

Symbol: ALOKINDS

Dear Sir/Madam,

Sub: Compliance under Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Annual Secretarial Compliance Report duly issued by Mr. Virendra G. Bhatt, Practising Company Secretary, for the Financial Year ended 31st March, 2023.

Please take the same on record.

Thanking you,

Yours faithfully,

For Alok Industries Limited

Hitesh Kanani

Company Secretary & Compliance Officer

Membership No. F6188

Encl: As Above

Virendra Bhatt

Company Secretary

Office :

Office No.: 03, A Wing, 9th Floor,
Pinnacle Corporate Park,
BKC CST Link Rd., MMRDA Area,
Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

Tel.: 022 - 2652 9367 / 68

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SECRETARIAL COMPLIANCE REPORT OF ALOK INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

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

- (a) all the documents and records made available to me and explanation provided by **Alok Industries Limited** ("the listed entity");
- (b) the filings / submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) all other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("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 ("SEBI (LODR) 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 (Buy-Back of Securities) Regulations, 2018 - (Not applicable during the Review Period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - (Not applicable during the Review Period);
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - (Not applicable during the Review Period);
- (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009 - (Not Applicable during the Review Period);
- (j) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993 (in relation to obligations of Issuer Company) - (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)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										



- (c) The Securities and Exchange Board of 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 listed entity. The listed entity challenged the said order before the Securities Appellate Tribunal ('SAT') Mumbai and SAT vide its order dated 1st December, 2020 quashed the Order of the AO of the SEBI. SEBI filed the Civil Appeal before the Hon'ble Supreme Court of India challenging the Order dated 1st December, 2020 passed by the Hon'ble SAT quashing and setting aside the order passed by the AO of the SEBI for imposing cost of Rs. 12,00,000/- on the listed entity. The said matter was pending before the Hon'ble Supreme Court as on 31st March, 2023.
- (d) The listed entity has suitably included the conditions as mentioned in clause 6(A) and 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 in the terms of appointment of statutory auditor of the listed entity.
- (e) The additional affirmations as required pursuant to the Notice No.: 20230316-14 dated 16th March, 2023 issued by BSE Limited and Circular Ref No: NSE/CML/2023/21 dated 16th March, 2023 issued by National Stock Exchange of India are given as Annexure to this Report.

Date: 19th April, 2023

Place: Mumbai

UDIN: A001157E000143607



Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021

Annexure

Following are the additional affirmations required pursuant to the Notice No.: 20230316-14 dated 16th March, 2023 issued by BSE Limited and Circular Ref No: NSE/CML/ 2023/21 dated 16th March, 2023 issued by National Stock Exchange of India:

Sr. No.	Particulars	Compliance status (Yes / No / NA)	Observations / Remarks by PCS
1	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS)* issued by the Institute of Company Secretaries India (ICSI).	Yes	-
2	<u>Adoption and timely updation of the Policies:</u> i. All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity. ii. All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI.	Yes Yes	- -
3	<u>Maintenance and disclosures on Website:</u> i. The listed entity is maintaining a functional website. ii. Timely dissemination of the documents / information under a separate section on the website. iii. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website.	Yes Yes Yes	- - -



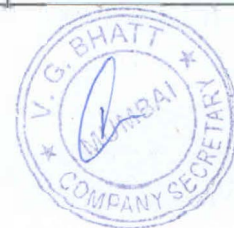
4	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the listed entity are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5	<p><u>To examine details related to Subsidiaries of listed entity:</u></p> <p>(a) Identification of material subsidiary Companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	N.A. Yes	The listed entity does not have any material subsidiary company.
6	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently</p>	Yes N.A.	The listed entity has obtained prior approval of Audit Committee for all Related Party Transactions, as required.



	approved / ratified / rejected by the Audit committee.		
9	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 read with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	-
11	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity / its promoters / directors / subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars / guidelines issued thereunder.</p>	Yes	<p>As confirmed by the management no action was taken against the listed entity / its directors / its subsidiaries and its promoters except as mentioned below:</p> <p>On 22nd December, 2021, SEBI issued a show cause notice inter alia to Reliance Industries Limited (Promoter of the listed entity) asking it to show cause as to why inquiry should not be held against it in terms of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with Section</p>



			<p>151 of the SEBI Act, 1992 for alleged violation of Principle No. 4 under Schedule A- Principles for Fair Disclosure of UPSI read with Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Regulation 30(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the matter of disclosure of the Jio-Facebook deal to the Stock Exchanges in the year 2020. The Adjudicating Officer of SEBI has passed an order on 20th June, 2022 imposing a penalty of Rs. 30 lakhs. Appeal has been filed before the Securities Appellate Tribunal ("SAT") against this order. SAT has stayed the operation of the order dated 20th June, 2022 and appeal is pending.</p>
12	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulation / circular / guidance note etc.</p>	Yes	-



**The listed entity has complied with the requirements of Secretarial Standard-1 and Secretarial Standard-2 with respect to (a) Meetings of the Board and its Committees; and (b) General Meetings of Members, respectively, as notified by the Central Government under Section 118(10) of the Companies Act, 2013.*



Date: 19th April, 2023

Place: Mumbai

Virendra G. Bhatt

Practicing Company Secretary

ACS No.: 1157 / COP No.: 124

Peer Review Cert. No.: 1439/2021

UDIN: A001157E000143607