

REPORT ON CORPORATE GOVERNANCE

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) the Company has executed fresh Listing Agreements with the Stock Exchanges. The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements and regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company’s essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company’s philosophy on corporate governance is guided by the company’s philosophy of knowledge, action and care.

A. BOARD OF DIRECTORS

(i) The Company’s policy is to maintain an optimum combination of Executive and non Executive Independent directors. The Composition of your Company’s Board, which comprises of four directors, is given in the table below and is in conformity the requirements of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

As will be seen from the following table, none of the directors hold directorship in more that 10 public limited company, nor is any of them a member of more than ten committees of the prescribed nature or holds chairmanship of more than five such committee across all public limited companies in which they are directors. The Board does not have any nominee director representing any institution.

Name of Director	Category	No. of Board Meetings Attended	Other Directorship		Committee Position		Whether attended last AGM held on 29.09.2019
			Chairman	Member	Chairman	Member	
Vishnu Prasad Goyal	MD (Promoter)	5	-	1	-	-	Yes
Ravi Goyal	NED	5	-	-	-	3	Yes
Vijay Singh Bharkatiya	ID	5		6	3	-	Yes
Priya Chhabra	ID	4				3	Yes

MD = Managing Director, NED = Non Executive Director, ID = Independent Director

Note: This includes directorship in public limited companies and subsidiary of public limited companies and excludes directorship in private Limited companies, overseas companies, companies under section 8 of the Companies Act, 2013 and alternate directorship.

During the year 2019-20 the Board met Six (6) times on the following dates, namely:

30.05.2019	14.08.2019	04.09.2019
14.11.2019	14.02.2020	22.02.2020

ii) Inter-se relationship among directors

Mr. Ravi Goyal son of Vishnu Prasad Goyal

Except for this, there is no inter-se relationship among the directors.

iii) Role of Independent Director

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The independent Directors are professionals, with expertise and experience in general corporate management, public policy, legal and finance, financial services and other allied fields. The Company benefits immensely from their inputs in achieving its strategic direction.

iv) Shareholding of Non-Executive Director

The Number of equity shares held by Non-Executive Directors as on 31.3.2020 was as under:

Name of Director	No. of shares
Vijay Singh Bharkatiya	NIL
Priya Chhabra	NIL

v) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per regulation 36(3) of the Listing Agreement.

Particulars	Ravi Goyal
Date of Birth	05/04/1991
Date of Appointment	28/09/2017
Qualification	M.B.A
Expertise in specific functional area	Administration
Directorship held in other Companies	1. Alfavision Fibres Private Limited 2. Vishnu Vision Credit And Capital Ltd 3. L.K. Investments & Trading Co Pvt Ltd 4. Rekha Securities Private Limited 5. Saialfavision Industries Private Limited 6. Bhagyarekha Capital Market Pvt Ltd
Number of shares held in the Company	25250
Relationship	Vishnu Prasad Goyal ,Managing director of company is father of Ravi Goyal

A detailed agenda folder is sent to each Director in advance of Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director briefs

the Board at every meeting on the overall Company performance and compliance of the company wherever applicable.

B. Committees of the board

(I) Audit Committee (Mandatory Committee)

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee are broadly as per Part C of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & Section 177 of Companies Act,

2013. The audit committee invites executives, as it considers appropriate (particularly the head of the finance function, Chief Executive Officer & Chief Financial Officer), and representatives of the statutory auditors to be present at its meetings

(i) Meeting and Composition

The Composition of Audit Committee as on 31.3.2020 and attendance record of the members at the meetings held during the year was as under:

Name of Member	Category	Status	No. of meetings attended	
			Held During tenure	Attended
Vijay Singh Bharkatiya	Non executive Independent Director	Chairman	4	4
Priya Chhabra	Non executive Independent Director	Member	4	4
Ravi Goyal	Non executive Director (promoter)	Member	4	4

During the year the committee met on four occasions during the year on following dates namely: 30/05/2019, 14/08/2019, 14/11/2019 and 14/02/2020

During the year, Four Audit Committee Meetings were held and the gap between two meetings did not exceed 120 days

Terms of reference of the Audit Committee

The terms of reference of Audit Committee are as under:

- Overseeing the Company’s financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
 - Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Directors responsibility statement to be included in the board’s report as per Section 217(2AA) of the Companies Act, 1956.
 - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings.
 - c. Compliance with listing and other legal requirements relating to financial statements.
 - d. Disclosure of any related party transactions.
 - e. Qualifications in the draft audit report if any.
 - the nature and scope of audit, as well as having post-audit

discussion to ascertain any area of concern.

- Reviewing the management discussion and analysis of the financial conditions and results of operations.
- Reviewing with the management and the statutory auditors anticipated changes in the Accounting Standards.
- Reviewing the Company's financial and risk management policies;
- Undertake such other functions as may be entrusted to it by the Board from time to time

(II) Shareholder / Investors Grievance Committee

The constitution of the Committee is in line with Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013, the Company has constituted a Board Committee designated as shareholder's/investor's Grievance Committee under the Chairmanship of Non Executive independent director to specifically look in the redressal of shareholder's/investor's complaints like transfer of shares, non receipt of balance sheet, non receipt of declared dividend and other ancillary matters.

Meeting and Composition

The Composition of Committee as on 31.3.2020 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Ravi Goyal	Non executive Director (promoter)	Member	1	1
Vijay Singh Bharkatiya (From 10.01.2013)	Non executive Independent Director	Chairman	1	1
Priya Chhabra	Non executive Independent Director	Member	1	1

During the year under review one complaint were received from shareholders and there were no complaints pending unresolved as at the end of the year.

- (i) Share transfer in physical form are registered by the Registrar and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Registrar /Company are clear in all respects.

(III) Remuneration Committee (mandatory Committee)

The constitution of the Committee is in line with Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

a) Terms of reference

The terms of reference of remuneration committee is to deal with, decide and recommended to the Board of the Directors on all matters relating to appointment and remuneration to managing director and whole time director.

b) Meeting and Composition

The composition of committee as on 31.3.2020 and attendance record of the members at the meeting held during the year is as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Ravi Goyal	Non executive Director (promoter)	Member	1	1
Vijay Singh Bharkatiya	Non executive Independent Director	Chairman	1	1
Priya Chhabra	Non executive Independent Director	Member	1	1

Remuneration policy Executive Directors

The remuneration of executive directors is reviewed by the remuneration committee and thereafter recommended to the Board of the directors of the Company for subject to approval of the members at general meeting and such other authorities as may be required. While recommending remuneration, the committee considers various factors

such as practices prevalent in the industry for the time being, qualification, expertise of the appointee and financial position of the company.

Remuneration of directors

Remuneration paid or payable to Directors during the year 2019-2020

Name of Director	Sitting Fees	Commission on Profit	Salary & Allowance	Contribution to PF	Perquisites	Total
Vishnu Prasad Goyal	---	---	600000	---	---	600000
V.S. Bharkatiya	20,000	---		---	---	20,000
Priya Chhabra	18000	---		---	---	18000
Ravi Goyal						

- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its director/employees.
- During the year the committee met on one occasions during the year.

MANAGEMENT

A. The Management discussion and analysis report

The Annual Report has a detailed chapter on Management Discussion and Analysis.

B. Disclosure by Management to the Board

All details relating to the financial and commercial transactions where directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

Compliance with Mandatory / Non Mandatory requirements

- The Company has complied with all the applicable mandatory requirement of the constitution of the Committee is in line with Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

DISCLOSURES

- A. There were no material transactions of the Company with its promoters, directors, and management on their relatives that may have conflict with the interest of the Company at large.

- B.** The particulars of transactions between the Company and its related parties in accordance with the accounting standard 18 are set out in Annual report. These transactions are in the ordinary course of business and are not likely to have any conflict with the interest of the Company.
- C.** The financial statements have been prepared in compliance with the requirements of the Companies Act, and in conformity, in all respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company.
- D.** The Company has well defined management policies to manage the risk inherent in the various aspects of business. The Board is regularly informed about the business risks and the steps taken to mitigate the same.
- E.** There has been no non-compliance by the company or penalty or strictures imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.
- F.** During the year under review Company has not issued any type of securities. No GDR/ADR issued by the Company.
- G.** The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- H.** As per clause 5AII of the listing agreement there is no unclaimed shares in the company.

SHAREHOLDER'S INFORMATION

Means of Communication

Presently, the quarterly/half yearly financial results are not sent individually to the shareholders. However as required under the listing agreement, the same are published in the News Papers.

The Company's website **www.alfavisionindia.in** contains information on the Company and its performance. Presentations to analysts, as and when made, are immediately put on the website for the benefit of the shareholders and the public at large. The secretarial department's mail is alfavision@rediffmail.com.

GENERAL BODY MEETINGS

The last three Annual General Meetings of the Company were held as detailed below:

Meeting	Date	Time	Venue
23 rd Annual General Meeting 2016-17	28.09.2017	1.00 P.M	1-A Press Complex , A.B. Road, Indore (M.P.)
24 th Annual General Meeting 2017-18	29.09.2018	1.00 P.M	405, Rajani Bhawan, M.G. Road, Indore (M.P.)
25 th Annual General Meeting 2017-18	30.09.2019	4.00 P.M	1-A Press Complex , A.B. Road, Indore (M.P.)

POSTAL BALLOT & SPECIAL RESOLUTION:

Only One resolution was passed by postal ballot in last three years.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

General shareholder information

❖ **Registered office of the Company:**

405, Rajani Bhawan, 569/2, M.G.Road, Indore (M.P.)

❖ **Forthcoming Annual General Meeting:**

Date & time of meeting: 30th December, 2020 – 4.00

P.M(Wednesday) Venue of the meeting: 405,

Rajani Bhawan, 569/2, M.G.Road, Indore

Last date for receipt of proxy forms: 29th December, 2020

❖ **Listing on Stock Exchange**

The Company's equity shares are listed on "The Bombay Stock Exchange Ltd, Mumbai". The Company has paid listing fees for the financial year 2019-2020.

❖ **Name of the Stock Exchange**

Bombay Stock Exchange, Mumbai

Stock Code

531156

❖ **SHAREHOLDING PATTERN AS AT 31ST MARCH 2020 [SHAREHOLDING PATTERN]**

	Category	No. Of Share held	% of Shareholding
A	Promoters Holding		
1.	Promoters Indian Promoters: Foreign Promoters:	781937	24.80
2.	Persons acting in concert		

	Sub Total	781937	24.80
B.	Non-Promoters Holding		
1.	Institutional Investors		
2.	Mutual Funds and UTI		
3.	Banks, Financial Institutions, Insurance Companies [Central/ State Govt.Institutions, Non- Government Institutions]		
4.	FII's		
5.	Sub-Total		
6.	Others		
7.	Individuals		
	Holding up to Rs. 2.00 lacs	208236	6.60
	Holding excess Rs. 2.00 lacs	1081455	34.30
8.	NRIs/OCBs	0	0
9.	Any other	1080972	34.29
	Sub-Total	2370663	75.2
	Grand Total	3152600	100

❖ **Distribution of Shareholding by size as on 31st March 2020:**

Range of no. of Shares	Shareholder		Share Amount	
	Number	% of Total	In Rupees	% of Total
(1)	(2)	(3)	(4)	(5)
Less than – 500	526	83.89157.	885550.0	2.8407
501 – 1000	45	7.177	376370.0	1.1938
1001 – 2000	15	2.3923	212290.0	0.6734
2001 – 3000	8	1.2759	205760.0	0.6527
3001 - 4000	4	0.638	133500.0	0.4235
4001 - 5000	2	0.319	94000.0	0.2982
5001 – 10000	4	0.638	245700.0	0.7794
10001 and above	23	3.6683	29362830	93.1385
	627	100.00	31526000	100.00

❖ **Shares held in Physical and Dematerialization form:**

As on 31st March 2020, 74.25% of shares were held in dematerialized form and rest 25.75% in physical form.

❖ **Outstanding GDRs / ADRs / Warrants or convertible instruments**

Not Applicable

❖ **Address for Correspondence**

Registrars and Share Transfer Agents

LINK INTIME INDIA PRIVATE LIMITED

C- 101, 247 PARK, LBS

MARG,

SURYA NAGAR, GANDHI NAGAR,

VIKHROLI WEST, MUMBAI,

MAHARASHTRA 400083 PH: 25963838

SECRETARIAL AUDIT FOR RECONCILIATION OF CAPITAL

As stipulated by SEBI a qualified practicing Company Secretary carries out secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the listed stock exchanges. The audit confirms that the total listed and paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (Held with NSDL/CDSL) and total number of shares in physical form.

CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management of the Company. All the Board members and management personnel have affirmed compliance with the Code of Conduct. The Code of conduct is posted on the website of the Company i.e www.alfavisionindia.in

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1997, as amended till date on prohibition of insider trading, the Company has a comprehensive code of conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences on non-compliance thereof.

CEO/CFO CERTIFICATION

As required by SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the CEO and CFO Certification is provided in this Annual Report.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

As required by Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Auditors Certificate on Corporate Governance is annexed to this Annual Report.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company. The same is available on website of the Company as www.alfavisionindia.in.

As Managing Director of the Alfavision Overseas (India) Limited, I hereby declare that all the Board Members and senior Management personnel of the Company have affirmed compliance with the code of Conduct for financial year 2019-2020.

Place: Indore
Date:05/12/2020

Vishnu Prasad Goyal
(Managing Director)