

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Schedule V of SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015)

In accordance with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Alchemist Realty Limited is as under:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

At Alchemist Realty Limited, we firmly believe in significance of establishing the highest standards in good corporate governance and to attain high level of transparency, integrity and accountability. Our policies and procedures exemplify our core values in utmost professionalism across all functions of our organization. The company has, and will, continually endeavour to improve corporate practices, methodologies, and procedures to ensure that long term value is realized for all stakeholders of our organization. We aim to consistently offer our shareholders, customers, employees, vendors and the larger community mutually beneficial value through transparency in our associations, quality in our products and services, and integrity in our relationships. At Alchemist Realty Limited, we believe in maximizing stakeholder's value, profitability and growth including interaction with employees, shareholders, institutions, banks and all its business associates.

We take pleasure in informing that your Company's existing policies are in complete conformity with the requirements prescribed under Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company believes that its key decisions must serve the underlying goals of enhancing shareholders' value over a sustained period of time, and achieving the definite and measurable performance targets.

The Company has implemented all mandatory requirements. The Company has a sound control and risk management policy.

2. BOARD OF DIRECTORS:

The Company's policy is to maintain optimum combination of Executive Directors, Non-Executive Directors and Independent Directors. The Board comprises of Four Directors, which include 1 (One) Executive Director and 3 (Three) Non-Executive Directors as on March 31, 2020. The Board is primarily responsible for the overall management of the Company's business. The Directors on the Board are from varied fields with wide range of skills and experience. The Non-Executive Directors including Independent Directors bring statutory and wider perspective in the Board's deliberations and decisions.

All the Independent Directors of the Company at the time of their first appointment to the Board and thereafter at the first meeting of the Board in every financial year have given a declaration that they meet with the criteria of independence as provided under Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

During the financial year 2019-2020, 6 (Six) Board Meetings were held viz (i) 20th May, 2019 (ii) 12th August, 2019 (iii) 30th August, 2019 (iv) 11th November, 2019 (v) 12th February, 2020 (vi) 9th March, 2020.

The necessary quorum was present for all the meetings.

i) Composition of Board :

The Composition of the Board of Directors as on March 31st, 2020 with their attendance at the Board Meetings held during the year 2019-20 and at the last Annual General Meeting is given below:

S. No.	Name of the Director	Designation	Executive/ Non-Executive	Independent/ Non Independent	Relationship between Directors inter-se	No of shares & convertible instrument held by Non-Executive Directors
1.	Mr. Vinay Kumar Mittal (DIN 00287042)	Managing Director	Executive	Non-Independent	None	None
2.	Mr. Ajay Arora (DIN 02577621)	Director	Non-Executive	Non-Independent	None	None
3.	Prof. Maria Fernandes (DIN 07134540)	Director	Non-Executive	Independent	None	None
4.	Ms. Ambika Chowdhary (DIN 07887565)	Director	Non-Executive	Independent	None	None
5.	Mr. Anup Nargas (DIN: 03609482)	Whole Time Director	Executive	Non-Independent	None	None
6.	Mr. Safal Gururng (DIN: 08705128)	Director	Non-Executive	Non-Independent	None	None

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ii) Attendance at Board Meeting and last AGM and details of Directors/Membership in other Boards and Board Committees:

S. No.	Name of the Director	Director Identification Number	No. of Board Meetings attended	Attendance at the Last AGM	No. of Other Directorships ¹ and Committee ⁷ Membership/Chairmanship		
					Directorship	Committee Membership	Committee Chairmanship
1.	Mr. Vinay Kumar Mittal ²	00287042	3	Yes	2	-	-
2.	Ms. Ambika Chowdhary	07887565	6	No	12	2	1
3.	Mr. Ajay Arora ³	02577621	4	No	1	-	-
4.	Mr. Anup Nargas ⁴	03609482	2	No	11	2	-
5.	Mr. Safal Gurung ⁵	08705128	NA	No	13	1	-
6.	Prof. Maria Fernandes ⁶	07134540	5	Yes	12	2	2

1. Excludes Overseas Companies.

2. Mr. Vinay Kumar Mittal ceased to be Managing Director w.e.f. 31.10.2019.

3. Mr. Ajay Arora ceased to be Director w.e.f. 15.11.2019.

4. Mr. Anup Nargas was appointed as Director w.e.f. 11.11.2019, further appointed as Whole Time Director w.e.f. 01.01.2020.

5. Mr. Safal Gurung was appointed as Director w.e.f. 09.03.2020.

6. Prof. Maria Fernandes was Re- appointed as Independent Director on the Board of the Company w.e.f. 24.03.2020 and subject to the approval of the members in the ensuing General Meeting of the Company to hold office period of upto 5 consecutive years i.e. 23.03.2025.

7. Committee includes Audit Committee, Stakeholders Relationship, Nomination and Remuneration and Independent Director Committee in Listed Companies.

(iii) Details of Director Seeking Appointment/ Re-appointment in the ensuing Annual General Meeting

The brief background and functional experience of the Directors proposed for appointment/re-appointment are given below along with the details of the Companies in which they are directors and committees of which they are members.

Prof. Maria Fernandes was Re- appointed as Independent Director on the Board of the Company w.e.f. 24.03.2020 and subject to the approval of the members in the ensuing General Meeting of the Company to hold office period of upto 5 consecutive years i.e. 23.03.2025.

The Board has recommended the appoint Mr. Anup Nargas as Whole Time Director of the Company w.e.f. January 01, 2020 for the period of 5 years in the Board Meeting held on February 12, 2020.

Particulars	Prof. Maria Fernandes	Mr. Anup Nargas
DIN	07134540	03609482
Age (in years)	56	33
Nationality	Indian	Indian
Date of Re-Appointment	24.03.2020	01.01.2020
Shares held in Company	Nil	Nil
Qualification	BA, MA (History), M Phil (History) PGBS Youth Leadership Training Nagpur	M. Sc. Physics, M. Phill. Physics
Experience and Expert Functional area	Prof. Maria Fernandes has rich experiences in the field of management. She has served as Principal of Holy Cross Mission College; Coordinator, Regional Study Centre Kakatiya University; Director, St. Francis College, Mumbai; Program Officer, Calicut University Centre Mumbai and Gen. Secretary, TFM Educational Society. Presently serving as Vice-Chairperson West Bengal Minorities Commission.	Mr. Anup Nargas has over 33 years of experience. He has been associated with Portfolio reviews, Internal Corporate Credit & Retail Audits and management audits in Mashreq Bank, Dubai, Commercial Bank of Qatar, Doha Bank and State Bank of India (Corporate Centre, Mumbai). He has also experience in writing and validating SOPs for First Abu Dhabi Bank, UAE.

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Directorship held in other Companies	Alchemist Limited Alchemist F&B Limited Alchemist Hotels & Resorts Limited Pinkcassia Hotels & Resorts Private limited Royal Building And Infrastructures Private Limited Alchemist Airways Private Limited Alchemist Healthcare Limited Alchemist Hospitals Limited Optimum Constructors and Developers Limited Alchemist Universe of Education Limited Alchemist Touchnology Limited	KDS Corporation Private Limited Sorus Agritech Private Limited Alchemist Touchnology Limited Alchemist F&B Limited Alchemist Hotels & Resorts Limited Placid Estate Private Limited Optimum Constructors And Developers Limited Torus Infra Development Private Limited Technology Parks Limited
Membership/ Chairmanship of Committee in other Companies	Nil	Nil
Relationship with other Directors/KMPs	None	None

(iv) Separate meeting of Independent Directors

As stipulated by the code of independent directors under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, a separate meeting of the Independent Directors of the Company was held on 12th February, 2020 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees which is necessary to effectively and reasonably perform and discharge their duties.

(v) Familiarization Programme of Independent Directors

The details of program for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at <http://www.alchemistrealty.com/>.

All the Independent Directors of the Company are made aware of their role, responsibilities & liabilities at the time of their appointment /re-appointment, through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

3. CODE OF CONDUCT:

In compliance with Regulation 17 of the Listing Regulations and the Companies Act, 2013, the Company has framed and adopted a code of conduct for all directors and senior management personnel. The code is available on the Company's website www.alchemistrealty.com. The code is applicable to all Board members and senior management personnel who directly report to the Managing Director. The Code is circulated to all Board members and Senior Management Personnel and its compliance is affirmed by them annually.

A declaration signed by the Whole Time Director, regarding affirmation of compliance with the code of conduct by Board Members and senior management for the financial year ended March 31, 2020, is annexed as **Annexure A** to this report.

4. AUDIT COMMITTEE:

The Audit Committee constituted with terms of reference as per provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

During the financial year 2019-2020 4 (Four) Audit Committee Meetings were held viz (i) 20th May, 2019 (ii) 12th August, 2019 (iii) 11th November, 2019 (iv) 12th February, 2020.

Meeting and Attendance

During the year 2019-20, the Audit Committee was re-constituted. The Audit Committee comprises of the following members viz. Prof. Maria Fernandes, Ms. Ambika Chowdhary and Mr. Anup Nargas.

Composition, Name of Members, Meeting and Attendance:

S. No.	Name of Committee Member	Position	No of Meeting held	No. of meetings attended
1.	Prof. Maria Fernandes	Chairman (Independent)	4	4
2.	Mr. Vinay Kumar Mittal ¹	Member	2	2
3.	Ms. Ambika Chowdhary	Member	4	4
4.	Mr. Anup Nargas ²	Member	1	1

1. Mr. Vinay Kumar Mittal ceased to be Managing Director w.e.f. 31.10.2019.

2. Mr. Anup Nargas was appointed as Director w.e.f. 11.11.2019, further appointed as Whole Time Director w.e.f. 01.01.2020.

The Company Secretary acts as the Secretary of the Committee.

The Committee reviewed the financial results of the Company and recommended the same to the Board of Directors for their approval.

The role and terms of reference of the Audit Committee covers the area as mentioned in the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013 are as under:-

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of Sub-Section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
 - Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 - 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;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - Discussion with internal auditors of any significant findings and follow up there on;
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

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- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The audit committee has mandatorily reviewed the following information:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

5. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee constituted with terms of reference as per provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Meeting & Attendance

The Nomination and Remuneration Committee was re-constituted. The Nomination and Remuneration Committee comprises of the following members viz. Prof. Maria Fernandes, Ms. Ambika Chowdhary and Mr. Safal Gurung.

The committee met 3 (Three) times during the year viz. on (i) 30th August, 2019 (ii) 11th November, 2019 (iii) 9th March, 2020 and was attended by members as under:

S. No.	Name	Position	No. of meetings held	No. of meetings attended
1.	Prof. Maria Fernandes	Chairperson	3	2
2.	Ms. Ambika Chowdhary	Member	3	3
3.	Mr. Ajay Arora ¹	Member	2	2
4.	Mr. Safal Gurung ²	Member	Nil	Nil

1. Mr. Ajay Arora ceased to be Director w.e.f 15.11.2019.
2. Mr. Safal Gurung was appointed as Director w.e.f. 09.03.2020.

The Company Secretary acts as the Secretary of the Committee.

The Nomination and Remuneration Committee has been entrusted with the responsibilities to review and grant annual increments, vary and/or modify the terms and conditions of appointment/re-appointment including remuneration and perquisites, commission etc. payable to Managing Directors within the overall ceiling of remuneration as approved by the members.

The Committee in its meeting noted the following terms of reference pursuant to Section 178 of the Companies Act, 2013 & Regulation 19 (4) read with Part D Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Formerly Clause 49 of the Listing Agreement) :-

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.

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- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- To see that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.
- To see that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- To see that remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013, Regulation 17 & 25 of the Listing Regulations and Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India vide its circular dated 5th January 2017, the Nomination and Remuneration Committee has devised criteria for evaluation of the performance of Directors including Independent Directors. The Board has carried out the annual performance evaluation of its own performance, its Committees and Directors. The exercise was led by Independent Director. The evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, corporate governance & compliance management etc. Separate exercise was carried out to evaluate the performance of Non-executive Directors on parameters such as experience, attendance, acquaintance with the business, effective participation, vision and strategy, contribution and independent judgement.

Remuneration Policy

The remuneration of the Board members is based on the Company’s size & its economic & financial position, industrial trends, compensation paid by the peer companies, etc. Compensation reflects each Board member’s responsibility and performance. The level of compensation to Executive Directors is designed to be competitive in the market for highly qualified executives. The committee recommends the appointment and the remuneration for Executive Directors, and sitting fee for Non-executive Directors is fixed within the limits prescribed under Companies Act, 2013.

The details of remuneration paid to Executive Directors and sitting fee paid to Non-Executive Independent Directors for attending the meetings of the Board and Committees thereof during the year are given herein below. Policy on Director’s appointment and remuneration as approved by the Board is uploaded on Company’s Website at the web link i.e <http://www.alchemistrealty.com//investors.html>.

Details of remuneration/sitting fees paid to Directors:

Executive Directors

The Company pays remuneration by way of Fixed based salary and allowances [Fixed Component], annual performance award, commission, employee stock/ shadow options, retiral and other benefits, and reimbursements based on the recommendations of the Nomination and Remuneration Committee within the limits as prescribed under Companies Act, 2013 and approved by the shareholders. The performance based awards/ commission is based on qualitative and quantitative assessment of Company’s Performance.

Non- Executive Directors

The Non-Executive Directors are entitled for sitting fees with in the limited as prescribed in the Companies Act, 2013 for attending each board and committee meeting.

The Company also re-imbrues out of pocket expenses incurred by the directors for attending the meetings. The service contract, notice period and severance fees are not applicable to Non- Executive Directors.

The remuneration paid to the Executive and Non-Executive Directors for the Financial Year 2019-20 was as follows: (Rs. In Lacs

Particulars	Mr. Vinay Kumar Mittal ¹	Ms. Maria Fernandes	Ms. Ambika Chowdhary	Mr. Ajay Arora ²	Mr. Anup Nargas ³	Mr. Safal Gurung ⁴
Relationship with Directors	None	None	None	None	None	None
Salary	65.45	-	-	-	3.99	-
Allowances	-	-	-	-	-	-
Commission/ incentives/Bonus	-	-	-	-	-	-

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Other annual compensation	-	-	-	-	-	-
Pension/Retirals	-	-	-	-	-	-
Sitting Fees	-	0.50	0.50	-	-	-
Stock Units	-	-	-	-	-	-
Notice Period	-	-	-	-	-	-

1. Mr. Vinay Kumar Mittal ceased to be Managing Director w.e.f. 31.10.2019.
2. Mr. Ajay Arora ceased to be Director w.e.f 15.11.2019.
3. Mr. Anup Nargas was appointed as Director w.e.f. 11.11.2019, further appointed as Whole Time Director w.e.f. 01.01.2020.
4. Mr. Safal Gurung was appointed as Director w.e.f. 09.03.2020.

6. STAKEHOLDER RELATIONSHIP COMMITTEE:

During the year 2019-20, the Stakeholder Relationship Committee was reconstituted. As per provision of Section 178(5) of the Companies Act, 2013 read with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, composition of the Stakeholder Relation Committee was required to be changed so, Company has introduced Mr. Anup Nargas as member of the committee.

The Stakeholder Relationship Committee comprises of the following members viz. Ms. Ambika Chowdhary, Prof. Maria Fernandes and Mr. Anup Nargas. This committee oversees and reviews all matters connected with redressal of investor Grievances and complaints. The transfer of shares is undertaken by M/s Alankit Assignments Limited and they are fully equipped to deal with transfers and all related complaints of Investors.

Meeting and Attendance

The committee met 2 (Two) times during the year viz. (i) 20th May, 2019 (ii) 12th August, 2019 and was attended by members as under:

S. No.	Name of Members	Position	Category	No. of meetings held	No. of meetings attended
1.	Ms. Ambika Chowdhary	Chairperson	Non-Executive Independent Director	2	2
2.	Mr. Ajay Arora	Member	Non-Executive Non Independent Director	2	2
3.	Mr. Vinay Kumar Mittal	Member	Executive Director	2	2
4.	Prof. Maria Fernandes	Member	Non-Executive - Independent Director	2	NA
5.	Mr. Anup Nargas*	Member	Executive Director	Nil	Nil

* Mr. Anup Nargas was appointed as Director w.e.f. 11.11.2019, further appointed as Whole Time Director w.e.f. 01.01.2020.

COMPLIANCE OFFICER

Ms. Priyanka Bokolia acts as the Compliance Officer of the Company for complying with the requirements of the Listing Regulations and requirements of securities laws, including SEBI (Prohibition of Insider Trading) Regulations, 2015 up-to the period of 19th August 2019.

With effect from 30th August, 2019, Ms. Sarita Chaurasia has been appointed by the Company, to act as a Company Secretary & Compliance Officer of the Company.

Terms of reference

This Committee has been formed with a view to undertake the following: -

- Approval of transfer/transmission of shares/debentures issued by the Company, issue of duplicate certificates and certificates after split/consolidation/replacement.
- Looking into the redressal of shareholders' and investors' complaints and other areas of investor services.

Details of Complaints received and redressed during the year 2019-20:

Nature of Complaints	Opening Balance as 01.04.2018	No. of Complaint Received during the year	No. of Complaints Resolved during the year	No. of Complaints Pending as on 31.03.2019
Dividend/ Annual Report related and others	Nil	Nil	Nil	Nil

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7. SUBSIDIARY COMPANY:

As on 31st March, 2020, the Company is having 'Century 21 Properties (India) Private Limited, as Subsidiary Company and 'Alchemist Hills Resorts Private Limited' as Wholly Owned Subsidiary.

8. CEO/CFO CERTIFICATION:

The certificate required under Regulation 17(8) of the Listing Regulations, duly signed by the CEO and CFO was placed before the Board. The same is provided as **Annexure B** to this report.

9. CERTIFICATE ON CORPORATE GOVERNANCE:

As required under Regulation 34 of the Listing Regulations, certificate on Corporate Governance by the Practicing Company Secretary is annexed as **Annexure C** to this report.

10. GENERAL BODY MEETINGS:

• **Details of Last three Annual General Meeting:**

Year	Date and Time	Venue
2017	22 nd September, 2017 at 10.00 A.M.	The Orient Club, 9 Chowpatty Sea Face Mumbai-400007
2018	25 th September, 2018 at 02.00 P.M.	Paharpur Business Centre 21, Nehru Place, New Delhi-19
2019	30 th September, 2019 at 12.00 P.M.	Paharpur Business Centre 21, Nehru Place, New Delhi-19

• **Special Resolutions passed during last three Annual General Meeting:**

Two special resolutions have been passed by the Shareholders in the last three Annual General Meeting.

• **Details of special resolution passed through Postal Ballot:**

Resolution for change in Registered Office of the company, passed through postal ballot during the financial year 2016-17.

11. DISCLOSURES:

During the year under review:

- I. There are no materially significant related party transactions that have potential conflict with the interest of the company. The disclosure of all related party transactions are set out in the notes forming part of the Financial Statement. The Policy framed by your Company on dealing with related party transactions is posted on Company's website at www.alchemistrealty.com.
- II. Neither there were any non-compliance nor have any penalties or strictures been imposed on your company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital market during the last three years.
- III. The Company has established a Vigil Mechanism, Whistle Blower Policy/Whistle Blower Mechanism and formulated a policy for the same and no personnel have been denied access to the audit Committee.
- IV. The Board of Directors of the Company has adopted the code of conduct for directors and senior management personnel and the same is posted on the website of the Company.
- V. The financial statements have been made in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) so as to represent a true and fair view of the state of affairs of the Company.
- VI. All mandatory requirements as per SEBI (LODR) Regulation, 2015 have been complied with by the Company.
- VII. All the policy as mandatrly under SEBI (LODR) Regulation, 2015 are available on the website of the Company i.e www.alchemistrealty.com/Investors.

12. COMPLIANCE WITH THE MANDATORY REQUIREMENTS OF THE LISTING REGULATIONS:

The Board of Directors periodically review the compliance of all applicable laws. The Company has complied with all the mandatory requirements of the Code of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations. It has obtained a certificate affirming the compliances from CS Vishal Gambhir, Practicing Company Secretary and the same is attached to this report.

Reconciliation of Share Capital Audit

As stipulated by SEBI, a qualified Company Secretary in practice conducts the Reconciliation of Share Capital Audit of the Company for the purpose of reconciliation of total admitted capital with the depositories, i.e. NSDL and CDSL, and the total issued and listed capital of the Company.

The Company Secretary in Practice conducts such audit in every quarter and issues a Reconciliation of Share Capital Audit Certificate to this effect to the Company. A copy of such audit report is submitted to the Stock Exchanges, where the Company's shares are listed and is also placed before the Board.

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E-voting

To widen the participation of shareholders in Company decisions pursuant to provisions of Section 108 of Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended, the Company has provided e-voting facility to its shareholders, in respect of all shareholders’ resolutions to be passed at Annual General Meeting.

Register E-mail Address

To contribute towards greener environment, the Company proposes to send documents like shareholders meeting notice/other notices, audited financial statements, Director’s report, auditors’ report or any other document, to members in electronic form at the e-mail address provided by them and/or available to the Company by the Depositories.

Members who have not yet registered their e-mail address (including those who wish to change their already registered e-mail address) may get the same registered/updated either with their depository participants or by writing to the Company.

Auditors

M/s Soin Associates, Chartered Accountants

Secretarial Auditors

Vishal Gambhir & Associates, Practicing Company Secretary

Policy to prevent and deal with sexual harassment

The Company is an equal employment opportunity employer and is committed to creating a healthy and productive work environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company believes that an act of sexual harassment results in the violation of the fundamental rights of a woman. Such acts violate her right to equality, right to life and to live with dignity and right to practice any profession or to carry on any occupation, trade or business, which also includes a right to have a safe and healthy work environment free from sexual harassment.

In keeping with its belief and in terms of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rule thereof, the Company adopts the policy to prevent and deal with sexual harassment of women at the workplace. The Company is committed to provide to all women, who are present at the workplace a work environment free from sexual harassment, intimidation and exploitation.

Disclosures with respect to demat suspense account/unclaimed suspense account

There was no shares lying in demat suspense account or unclaimed suspense account. Hence no disclosures with respect to demat suspense account/unclaimed suspense account required to be disclosed in this report.

Code for Prevention of Insider Trading

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI(Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code for practices and procedures for fair disclosure of unpublished price sensitive information and has been made available on the Company’s website at <http://www.alchemistrealty.com/investors/>.

13. MEANS OF COMMUNICATION:

The Quarterly, half-yearly and annual results of the Company are sent to the Stock Exchange(s) in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are published in the newspapers namely "The Financial Express in all editions & Hari Bhoomi, Delhi & Haryana".

(i)	Half yearly report sent to each house hold of shareholders	N.A
ii)	Quarterly Results	The quarterly results are taken on record by Board of Directors and notified to Stock Exchange and published in newspaper in compliance with Regulation 33 of SEBI (LODR) Regulations, 2015.
iii)	Publications in Newspapers	English: Financial Express Vernacular: Hari Bhoomi (Hindi)
iv)	Website where displayed	Website of BSE as well as website of the Company i.e. www.bseindia.com , www.alchemistrealty.com
v)	Whether it also displays official news releases?	No

ALCHEMIST REALTY LIMITED

(vi)	Whether presentation made to Institutional Investors or to Analysts?	No
(vii)	Whether Management Discussion & Analysis Report is part of Annual Report?	Yes

14. GENERAL SHAREHOLDER'S INFORMATION:

i.	AGM Date, Time & Venue	30 th September, 2020 at 2.00 P.M. through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.
ii.	Financial Calendar 2020-21 Results for the Quarter ending: a) 30th June, 2020 b) 30th September, 2020 c) 31st December, 2020 d) 31st March, 2021/Audited Yearly Results	On or before 14 th day of August, 2020 On or before 14 th November, 2020 On or before 14 th February, 2021 On or before 30 th May, 2021
iii.	Book Closure Date	As mentioned in the Notice of the AGM
iv.	Dividend Payment Date	N.A.
v.	Listing on Stock Exchange	BSE Limited 1 st Floor, Phiroze, Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Note: Your Company has already paid the Listing fees to the Stock Exchange for the F.Y. 2020-21
vi.	Stock Code ISIN Number	532114 INE646D01024
vii.	Market Price Data	As per Table -1 below (Figure-1) & (Figure-2)
viii.	Performance in comparison to Broad -based BSE Sensex	As per Table-2 below (Figure-3)
ix.	Distribution of Shareholdings	As per Table-3 below (Figure-4) & (Figure-5)
x.	Category of Shareholders	As per Table-4 below (Figure-6) & (Figure-7)
xi.	Registrar and Share Transfer Agent	M/s Alankit Assignments Limited 1E/13 Jhandewalan Extension, New Delhi-110055 Ph. No. 91-11-4254 1234, Fax + 91-11-4254 1201, +91-11-2355 2001 Website : www.alankit.com
xii.	Share Transfer System	All Shares transfers are handled by Registrar and Share Transfer Agents. Share sent for transfer are registered and returned in approximately 15 to 20 days from the date of receipt of documents, if the documents are complete in all respects.
xiii.	Dematerialisation of shares and Liquidity	As on 31.03.2020, 74070317 Equity Shares of the company (99.96% of the total issued capital) were held in dematerialized Form and 30683 Equity Shares (0.034% of total issued capital) were held in physical form.
xiv.	Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity.	Not Applicable

xv.	Commodity price risk or foreign exchange risk and hedging activities	The Company is subject to commodity price risk like any other industry. Moreover, since the Company procures all the input commodities used in the production of goods and generation of services from third parties, it is all the more subject to risk and rewards of price variations. The Company is, to a certain extent, able to manage the risks of adverse price movements by giving all inclusive construction contracts, with a built in mechanism for moderation of any substantial price movement of key components of the contract. In respect of contract for finishing material and façade items, the commodity/ hedging market for these items is not fully developed and the Company keeps on evaluating on continuous basis opportunities for price risk minimisations. In respect of inward remittances from eligible overseas buyers of the residential units constructed by the Company and recipient of services from Hotel, all billing is in INR and hence the Company is immune to foreign exchange risk on this account.
xvi.	Plant locations	The Company does not have any plants.
xvii.	Address for Correspondence	Regd. Office: Building No. 23, Nehru Place, New Delhi-110019 Tel: 011-40600800 Fax: 011-40600800 Email id- investors.realty@alchemist.co.in

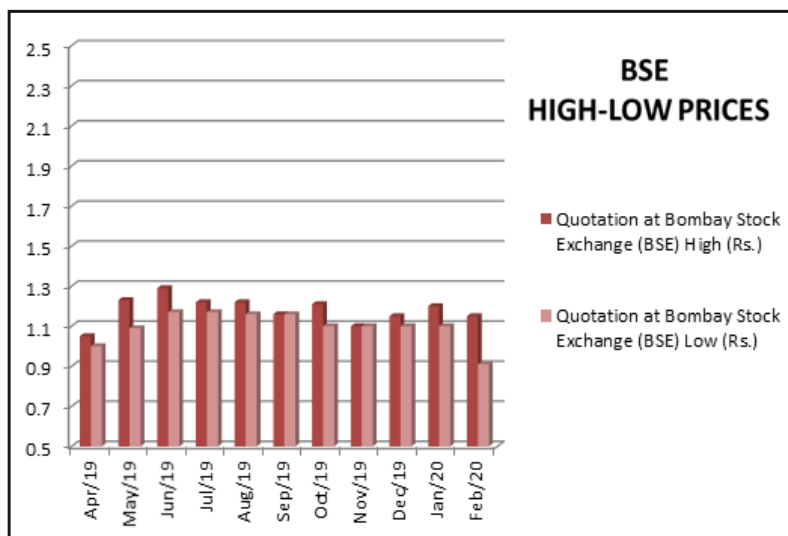
MARKET PRICE DATA

MONTHLY HIGH AND LOW QUOTATIONS OF SHARES AND VOLUME OF EQUITY SHARES TRADED ON BOMBAY STOCK EXCHANGE LIMITED (BSE) FOR THE YEAR ENDED MARCH 31, 2020 ARE AS FOLLOWS:-

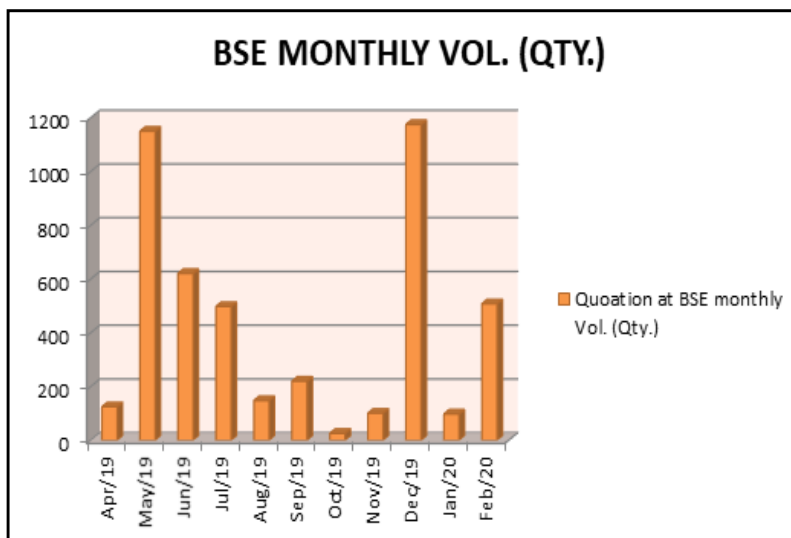
TABLE-1

Month	Quotation at Bombay Stock Exchange (BSE)		
	High (Rs.)	Low (Rs.)	Monthly Vol. (Qty.)
April-19	1.05	1	125
May-19	1.23	1.09	1150
Jun-19	1.29	1.17	621
Jul-19	1.22	1.17	498
Aug-19	1.22	1.16	148
Sep-19	1.16	1.16	220
Oct-19	1.21	1.1	26
Nov-19	1.1	1.1	101
Dec-19	1.15	1.1	1175
Jan-20	1.2	1.1	98
Feb-20	1.15	0.91	508

Present Face Value of Equity Shares is Rs. 2/- each.



(Figure-1)



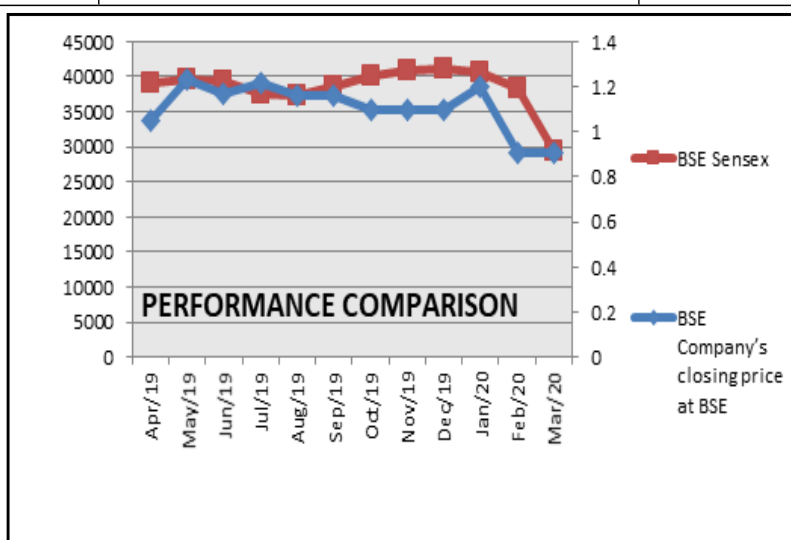
(Figure-2)

PERFORMANCE DATA

MONTHLY PERFORMANCE OF THE PRICE OF THE SHARES IN COMPARISON TO BOMBAY STOCK EXCHANGE LIMITED (BSE) SENSEX FOR THE YEAR ENDED MARCH 31, 2020 ARE AS FOLLOWS:-

TABLE-2

Month	BSE Company's closing price at BSE (Rs.)	BSE Sensex (Rs.)
April-19	1.05	39031.55
May-19	1.23	39714.2
Jun-19	1.17	39394.64
Jul-19	1.22	37481.12
Aug-19	1.16	37332.79
Sep-19	1.16	38667.33
Oct-19	1.1	40129.05
Nov-19	1.1	40793.81
Dec-19	1.1	41253.74
Jan-20	1.2	40723.49
Feb-20	0.91	38297.29
Mar-20	0.91	29468.49



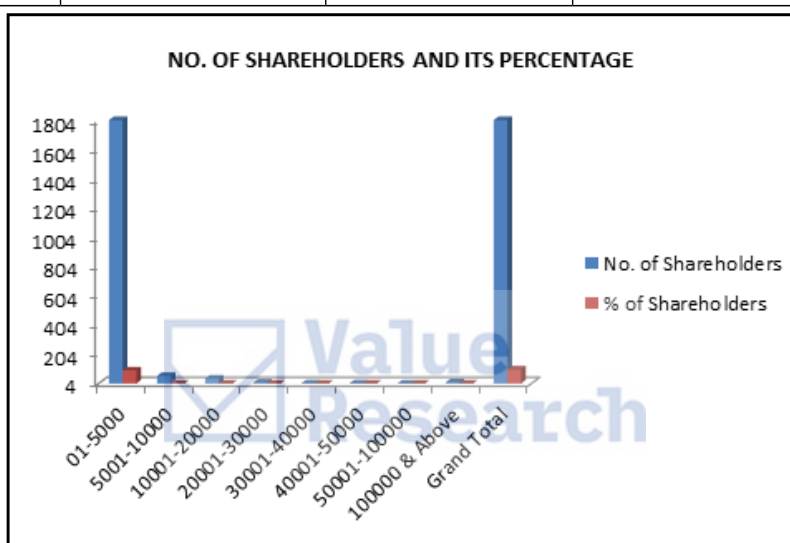
(Figure-3)

DISTRIBUTION DATA

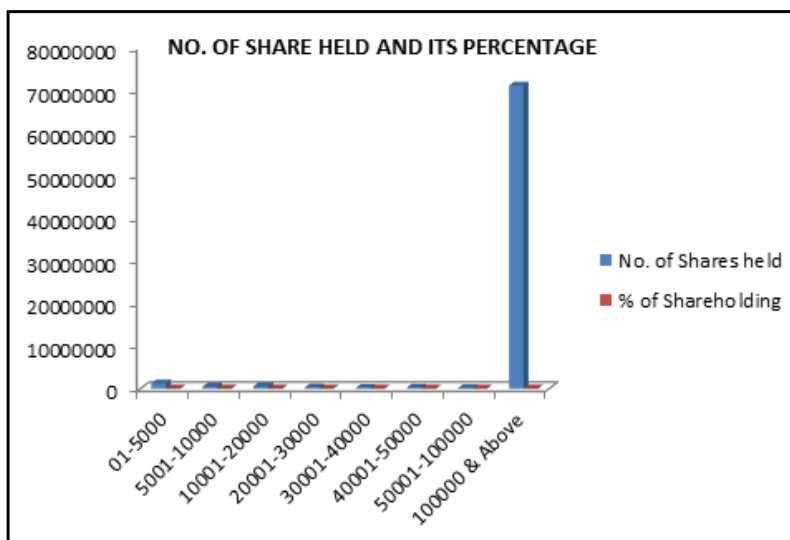
DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2020

TABLE-3

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
01-5000	1804	93.42	1251740	1.69
5001-10000	56	2.90	438718	0.59
10001-20000	37	1.92	532856	0.72
20001-30000	10	0.52	243011	0.33
30001-40000	5	0.26	160366	0.22
40001-50000	5	0.26	228608	0.31
50001-100000	2	0.10	138305	0.19
100001 & above	12	0.62	71107396	95.96
Grand Total	1931	100.00	74101000	100.00
Physical Mode	8	0.42	30683	0.04
Electronic Mode	1923	99.58	74070317	99.96



(Figure-4)

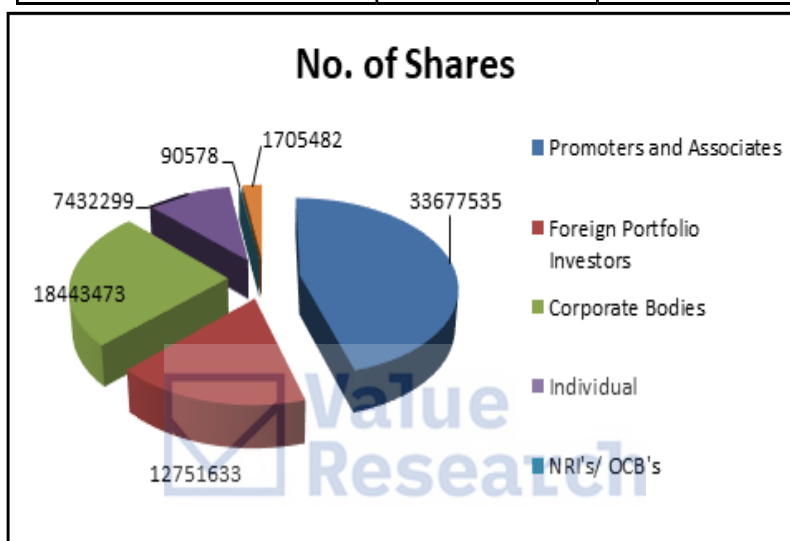


(Figure-5)

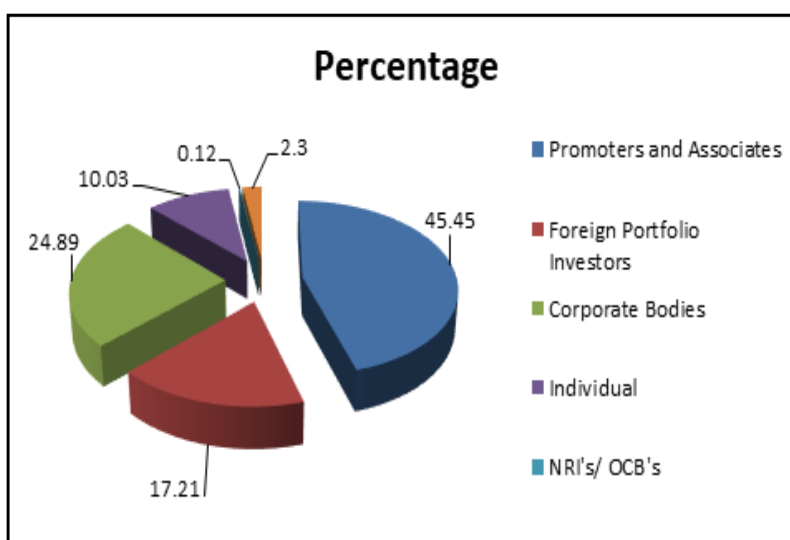
SHAREHOLDERS CATEGORY DATA
 CATEGORY OF SHAREHOLDERS AS ON 31ST MARCH, 2020

TABLE 4

Category	No. of Shares	Percentage
Promoters and Associates	33677535	45.45
Foreign Portfolio Investors	12751633	17.21
Corporate Bodies	18443473	24.89
Individual	7432299	10.03
NRI's/ OCB's	90578	0.12
Others	1705482	2.30
Total	74101000	100



(Figure-6)



(Figure-7)